IN THE SUPREME COURT OF THE STATE OF NEVADA

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

Appellants,

vs.

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

Respondents.

Supreme Court No. 81704

District Court No.
A-17-763397-B

JOINT APPENDIX
Vol. 55 of 85
[JA012608-JA012849]

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4838-7281-5074.v1

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Document	Vol.	Page No.	Date
Report of the Special Litigation Committee of DISH Network Corporation and Appendices of Exhibits Thereto (Exs. 1-792; Appx. Vols. 1-50) **Evidentiary Hearing SLC Exhibit 102[2]**	4-73	JA000739-JA016874	11/27/18

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

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

EXHIBIT 655

EXHIBIT 655

EDGAR Online

DISH NETWORK CORP

FORM 10-Q
(Quarterly Report)

Filed 08/08/12 for the Period Ending 06/30/12

Address	9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112
Telephone	3037231000
CIK	0001001082
Symbol	DISH
SIC Code	4841 - Cable and Other Pay Television Services
Industry	Broadcasting & Cable TV
Sector	Services
Fiscal Year	12/31

U.S., et al. v. Dish Network L.L.C.
Plaintiff's Exhibit
PX1088

JA012609
011361

PX1088-001

TX 102-011871

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2012.**

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO .**

Commission File Number: 0-26176

DISH Network Corporation
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation or organization)	**88-0336997** (I.R.S. Employer Identification No.)
9601 South Meridian Boulevard **Englewood, Colorado** (Address of principal executive offices)	**80112** (Zip code)

(303) 723-1000
(Registrant's telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of August 1, 2012, the registrant's outstanding common stock consisted of 268,329,291 shares of Class A common stock and 238,435,208 shares of Class B common stock.

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PART I — FINANCIAL INFORMATION

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

We make "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 throughout this report. Whenever you read a statement that is not simply a statement of historical fact (such as when we describe what we "believe," "intend," "plan," "estimate," "expect" or "anticipate" will occur, and other similar statements), you must remember that our expectations may not be achieved, even though we believe they are reasonable. We do not guarantee that any future transactions or events described herein will happen as described or that they will happen at all. You should read this report completely and with the understanding that actual future results may be materially different from what we expect. Whether actual events or results will conform with our expectations and predictions is subject to a number of risks and uncertainties. The risks and uncertainties include, but are not limited to, the following:

Competition and Economic Risks Affecting our Business

- We face intense and increasing competition from satellite television providers, cable companies and telecommunications companies, especially as the pay-TV industry matures, which may require us to increase subscriber acquisition and retention spending or accept lower subscriber activations and higher subscriber churn.
- Competition from digital media companies that provide or facilitate the delivery of video content via the Internet may reduce our gross new subscriber activations and may cause our subscribers to purchase fewer services from us or to cancel our services altogether, resulting in less revenue to us.
- Economic weakness, including higher unemployment and reduced consumer spending, may adversely affect our ability to grow or maintain our business.
- Our competitors may be able to leverage their relationships with programmers to reduce their programming costs and offer exclusive content that will place them at a competitive advantage to us.
- We face increasing competition from other distributors of foreign language programming that may limit our ability to maintain our foreign language programming subscriber base.

Operational and Service Delivery Risks Affecting our Business

- If we do not continue improving our operational performance and customer satisfaction, our gross new subscriber activations may decrease and our subscriber churn may increase.
- If our gross new subscriber activations decrease, or if subscriber churn, subscriber acquisition costs or retention costs increase, our financial performance will be adversely affected.
- Programming expenses are increasing and could adversely affect our future financial condition and results of operations.
- We depend on others to provide the programming that we offer to our subscribers and, if we lose access to this programming, our gross new subscriber activations may decline and subscriber churn may increase.
- We may be required to make substantial additional investments to maintain competitive programming offerings.
- Any failure or inadequacy of our information technology infrastructure could harm our business.
- We depend on EchoStar Corporation and its subsidiaries, or EchoStar, to design, develop and manufacture all of our new set-top boxes and certain related components, and to provide transponder capacity, digital broadcast operations and other services to us. Our business would be adversely affected if EchoStar ceases to provide these products and services to us and we are unable to obtain suitable replacement products and services from third parties.
- We operate in an extremely competitive environment and our success may depend in part on our timely introduction and implementation of, and effective investment in, new competitive products and services, the failure of which could negatively impact our business.

- Technology in our industry changes rapidly and our inability to offer new subscribers and upgrade existing subscribers with more advanced equipment could cause our products and services to become obsolete.

- We rely on a single vendor or a limited number of vendors to provide certain key products or services to us such as information technology support, billing systems, and security access devices, and the inability of these key vendors to meet our needs could have a material adverse effect on our business.

- Our sole supplier of new set-top boxes, EchoStar, relies on a few suppliers and in some cases a single supplier, for many components of our new set-top boxes, and any reduction or interruption in supplies or significant increase in the price of supplies could have a negative impact on our business.

- Our programming signals are subject to theft, and we are vulnerable to other forms of fraud that could require us to make significant expenditures to remedy.

- We depend on third parties to solicit orders for DISH services that represent a significant percentage of our total gross new subscriber activations.

- Our local programming strategy faces uncertainty because we may not be able to obtain necessary retransmission consent agreements at acceptable rates from local network stations.

- We have limited owned and leased satellite capacity and failures or reduced capacity could adversely affect our business.

- Our owned and leased satellites are subject to construction, launch, operational and environmental risks that could limit our ability to utilize these satellites.

- We generally do not have commercial insurance coverage on the satellites we use and could face significant impairment charges if one of our satellites fails.

- We may have potential conflicts of interest with EchoStar due to our common ownership and management.

- We rely on key personnel and the loss of their services may negatively affect our businesses.

Acquisition and Capital Structure Risks Affecting our Business

- We made a substantial investment to acquire certain wireless spectrum licenses and other assets from DBSD North America and TerreStar. These licenses are subject to a pending Federal Communications Commission ("FCC") proposed rule making proceeding, the outcome and timing of which we cannot predict. Depending, among other things, upon the outcome and timing of this regulatory proceeding, we will be required to make significant additional investments or partner with others to commercialize these assets.

- We made a substantial investment to acquire certain 700 MHz wireless spectrum licenses and will be required to make significant additional investments or partner with others to commercialize these licenses.

- Our Blockbuster business, and retail stores in particular, face risks, including, among other things, operational challenges and increasing competition from video rental kiosk, streaming and mail order businesses that may negatively impact the business, financial condition or results of operations of Blockbuster.

- We may pursue acquisitions and other strategic transactions to complement or expand our business that may not be successful and we may lose up to the entire value of our investment in these acquisitions and transactions.

- We may need additional capital, which may not be available on acceptable terms or at all, to continue investing in our business and to finance acquisitions and other strategic transactions.

- A portion of our investment portfolio is invested in securities that have experienced limited or no liquidity and may not be immediately accessible to support our financing needs.

- We have substantial debt outstanding and may incur additional debt.

- It may be difficult for a third party to acquire us, even if doing so may be beneficial to our shareholders, because of our ownership structure.
- We are controlled by one principal stockholder who is also our Chairman.

Legal and Regulatory Risks Affecting our Business

- If Voom prevails in its breach of contract suit against us, we could be required to pay substantial damages, which would have a material adverse affect on our financial position and results of operations.
- Our business depends on certain intellectual property rights and on not infringing the intellectual property rights of others.
- We are party to various lawsuits which, if adversely decided, could have a significant adverse impact on our business, particularly lawsuits regarding intellectual property.
- Increased distribution of video content via the Internet could expose us to regulatory risk.
- We depend on the Cable Act for access to programming from cable-affiliate programmers at non-discriminatory rates.
- The injunction against our retransmission of distant networks, which is currently waived, may be reinstated.
- We are subject to significant regulatory oversight, and changes in applicable regulatory requirements, including any adoption or modification of laws or regulations relating to the Internet, could adversely affect our business.
- Our business depends on FCC licenses that can expire or be revoked or modified and applications for FCC licenses that may not be granted.
- We are subject to digital high-definition (“HD”) “carry-one, carry-all” requirements that cause capacity constraints.
- There can be no assurance that there will not be deficiencies leading to material weaknesses in our internal control over financial reporting.
- We may face other risks described from time to time in periodic and current reports we file with the Securities and Exchange Commission, or SEC.

All cautionary statements made herein should be read as being applicable to all forward-looking statements wherever they appear. Investors should consider the risks described herein and should not place undue reliance on any forward-looking statements. We assume no responsibility for updating forward-looking information contained or incorporated by reference herein or in other reports we file with the SEC.

Unless otherwise required by the context, in this report, the words “DISH Network,” the “Company,” “we,” “our” and “us” refer to DISH Network Corporation and its subsidiaries, “EchoStar” refers to EchoStar Corporation and its subsidiaries, and “DISH DBS” refers to DISH DBS Corporation and its subsidiaries, a wholly-owned, indirect subsidiary of DISH Network.

Item 1. FINANCIAL STATEMENTS

DISH NETWORK CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except share amounts)
(Unaudited)

	As of	
	June 30, 2012	**December 31, 2011**
Assets		
Current Assets:		
Cash and cash equivalents	$ 2,595,694	$ 609,108
Marketable investment securities (Note 5)	2,243,493	1,431,745
Trade accounts receivable - other, net of allowance for doubtful accounts of $14,633 and $12,350, respectively	814,686	778,443
Trade accounts receivable - EchoStar, net of allowance for doubtful accounts of zero	16,140	16,374
Inventory	647,222	707,151
Deferred tax assets	44,417	73,014
Other current assets	135,376	131,988
Total current assets	6,497,028	3,747,823
Noncurrent Assets:		
Restricted cash and marketable investment securities (Note 5)	133,970	132,435
Property and equipment, net of accumulated depreciation of $2,964,479 and $2,862,626, respectively (Note 7 and 8)	4,347,672	3,169,891
FCC authorizations (Note 7 and 8)	3,272,665	1,391,441
Marketable and other investment securities (Note 5)	106,518	112,132
Investment in DBSD North America (Note 8)	—	1,297,614
TerreStar Transaction (Note 8)	—	1,345,000
Other noncurrent assets, net	163,310	273,895
Total noncurrent assets	8,024,135	7,722,408
Total assets	$ 14,521,163	$ 11,470,231
Liabilities and Stockholders' Equity (Deficit)		
Current Liabilities:		
Trade accounts payable - other	$ 209,429	$ 225,556
Trade accounts payable - EchoStar	255,829	229,852
Deferred revenue and other	841,370	832,390
Accrued programming	1,172,777	1,067,625
Litigation accrual (Note 11)	70,999	65,580
Other accrued expenses	930,795	763,863
Current portion of long-term debt and capital lease obligations (Note 9)	34,498	35,645
Total current liabilities	3,515,697	3,220,511
Long-Term Obligations, Net of Current Portion:		
Long-term debt and capital lease obligations, net of current portion (Note 9)	9,364,972	7,458,134
Deferred tax liabilities	1,259,928	974,414
Long-term deferred revenue, distribution and carriage payments and other long-term liabilities	208,188	236,175
Total long-term obligations, net of current portion	10,833,088	8,668,723
Total liabilities	14,348,785	11,889,234
Commitments and Contingencies (Note 11)		
Stockholders' Equity (Deficit):		
Class A common stock, $.01 par value, 1,600,000,000 shares authorized, 268,243,361 and 264,732,074 shares issued, 212,125,101 and 208,613,814 shares outstanding, respectively	2,682	2,647
Class B common stock, $.01 par value, 800,000,000 shares authorized, 238,435,208 shares issued and outstanding	2,384	2,384
Class C common stock, $.01 par value, 800,000,000 shares authorized, none issued and outstanding	—	—
Additional paid-in capital	2,380,686	2,274,005
Accumulated other comprehensive income (loss)	(19,063)	82,043
Accumulated earnings (deficit)	(625,948)	(1,211,990)
Treasury stock, at cost	(1,569,459)	(1,569,459)
Total DISH Network stockholders' equity (deficit)	171,282	(420,370)
Noncontrolling interest	1,096	1,367

Total stockholders' equity (deficit)	172,378	(419,003)
Total liabilities and stockholders' equity (deficit)	$ 14,521,163	$ 11,470,231

The accompanying notes are an integral part of these condensed consolidated financial statements.

DISH NETWORK CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME (LOSS)
(In thousands, except per share amounts)
(Unaudited)

	For the Three Months Ended June 30, 2012	For the Three Months Ended June 30, 2011	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011
Revenue:				
Subscriber-related revenue	$ 3,295,831	$ 3,311,340	$ 6,520,296	$ 6,510,439
Equipment and merchandise sales, rental and other revenue	270,257	270,018	620,994	286,019
Equipment sales, services and other revenue - EchoStar	5,678	8,803	12,345	17,834
Total revenue	3,571,766	3,590,161	7,153,635	6,814,292
Costs and Expenses (exclusive of depreciation shown separately below - Note 7):				
Subscriber-related expenses	1,825,808	1,728,959	3,588,561	3,422,654
Satellite and transmission expenses:				
EchoStar	107,082	115,358	216,936	224,271
Other	9,178	9,819	20,857	20,019
Cost of sales - equipment, merchandise, services, rental and other	130,061	89,403	272,323	111,670
Subscriber acquisition costs:				
Cost of sales - subscriber promotion subsidies - EchoStar	51,580	62,868	133,854	117,294
Other subscriber promotion subsidies	234,300	211,949	460,689	438,790
Subscriber acquisition advertising	118,619	67,984	207,993	141,616
Total subscriber acquisition costs	404,499	342,801	802,536	697,700
General and administrative expenses - EchoStar	14,790	13,190	26,872	25,130
General and administrative expenses	312,877	312,072	676,970	461,916
Litigation expense (Note 11)	—	23,728	—	(316,949)
Depreciation and amortization (Note 7)	299,119	237,049	507,817	466,746
Total costs and expenses	3,103,414	2,872,379	6,112,872	5,113,157
Operating income (loss)	468,352	717,782	1,040,763	1,701,135
Other Income (Expense):				
Interest income	20,204	8,601	27,293	14,887
Interest expense, net of amounts capitalized	(109,301)	(143,564)	(247,314)	(263,743)
Other, net	(7,448)	(19,794)	102,834	(8,161)
Total other income (expense)	(96,545)	(154,757)	(117,187)	(257,017)
Income (loss) before income taxes	371,807	563,025	923,576	1,444,118
Income tax (provision) benefit, net	(146,211)	(228,187)	(337,854)	(559,954)
Net income (loss)	225,596	334,838	585,722	884,164
Less: Net income (loss) attributable to noncontrolling interest	(136)	78	(320)	10
Net income (loss) attributable to DISH Network	$ 225,732	$ 334,760	$ 586,042	$ 884,154
Weighted-average common shares outstanding - Class A and B common stock:				
Basic	450,292	445,579	448,791	444,475
Diluted	453,077	447,297	451,425	445,794
Earnings per share - Class A and B common stock:				
Basic net income (loss) per share attributable to DISH Network	$ 0.50	$ 0.75	$ 1.31	$ 1.99
Diluted net income (loss) per share attributable to DISH Network	$ 0.50	$ 0.75	$ 1.30	$ 1.98
Comprehensive Income (Loss):				
Net income (loss)	$ 225,596	$ 334,838	$ 585,722	$ 884,164
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	(1,965)	(6,900)	1,288	(6,900)
Unrealized holding gains (losses) on available-for-sale securities	(69,393)	25,269	(18,372)	93,069
Recognition of previously unrealized (gains) losses on available-for-sale securities included in net income (loss)	(3,135)	4,658	(84,022)	(1,638)
Deferred income tax (expense) benefit	—	—	—	—
Total other comprehensive income (loss), net of tax	(74,493)	23,027	(101,106)	84,531

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Comprehensive income (loss)	151,103	357,865	484,616	968,695
Less: Comprehensive income (loss) attributable to noncontrolling interest	(136)	78	(320)	10
Comprehensive income (loss) attributable to DISH Network	$ 151,239	$ 357,787	$ 484,936	$ 968,685

The accompanying notes are an integral part of these condensed consolidated financial statements.

DISH NETWORK CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011
Cash Flows From Operating Activities:		
Net income (loss)	$ 585,722	$ 884,164
Adjustments to reconcile net income (loss) to net cash flows from operating activities:		
Depreciation and amortization	507,817	466,746
Realized and unrealized losses (gains) on investments	(101,638)	7,776
Non-cash, stock-based compensation	30,199	18,895
Deferred tax expense (benefit)	68,683	405,185
Other, net	7,841	3,535
Change in noncurrent assets	27,230	(92,723)
Change in long-term deferred revenue, distribution and carriage payments and other long-term liabilities	(29,170)	(12,555)
Changes in current assets and current liabilities, net	251,380	(422,678)
Net cash flows from operating activities	1,348,064	1,258,345
Cash Flows From Investing Activities:		
Purchases of marketable investment securities	(1,996,257)	(3,635,968)
Sales and maturities of marketable investment securities	1,221,341	3,297,028
Purchases of property and equipment	(420,185)	(402,744)
Change in restricted cash and marketable investment securities	(1,535)	19,861
DBSD North America Transaction, less cash acquired of $5,230 (Note 8)	(40,015)	(1,115,960)
TerreStar Transaction (Note 8)	(36,942)	(68,750)
Purchase of Blockbuster assets, net of cash acquired of $107,061	—	(126,523)
Purchase of other strategic investments	—	(9,275)
Proceeds from sale of strategic investments	—	11,327
Other	(15,867)	4,973
Net cash flows from investing activities	(1,289,460)	(2,026,031)
Cash Flows From Financing Activities:		
Proceeds from issuance of long-term debt	1,900,000	2,000,000
Debt issuance costs	(9,564)	(27,167)
Repayment of long-term debt and capital lease obligations	(18,949)	(17,600)
Net proceeds from Class A common stock options exercised and stock issued under the Employee Stock Purchase Plan	49,852	23,897
Other	5,770	3,930
Net cash flows from financing activities	1,927,109	1,983,060
Effect of exchange rates on cash and cash equivalents	873	(796)
Net increase (decrease) in cash and cash equivalents	1,986,586	1,214,578
Cash and cash equivalents, beginning of period	609,108	640,672
Cash and cash equivalents, end of period	$ 2,595,694	$ 1,855,250
Supplemental Disclosure of Cash Flow Information:		
Cash paid for interest (including capitalized interest)	$ 268,800	$ 234,693
Capitalized interest	$ 38,643	$ —
Cash received for interest	$ 19,383	$ 14,912
Cash paid for income taxes	$ 243,861	$ 22,062
Employee benefits paid in Class A common stock	$ 22,280	$ 24,768
Satellites and other assets financed under capital lease obligations	$ —	$ 3,583

The accompanying notes are an integral part of these condensed consolidated financial statements.

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DISH NETWORK CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Organization and Business Activities

Principal Business

DISH Network Corporation is a holding company. Its subsidiaries (which together with DISH Network Corporation are referred to as "DISH Network," the "Company," "we," "us" and/or "our," unless otherwise required by the context) operate three primary segments.

- ***DISH.*** The DISH® branded direct broadcast satellite ("DBS") pay-TV service had 14.061 million subscribers in the United States as of June 30, 2012. The DISH branded pay-TV service consists of Federal Communications Commission ("FCC") licenses authorizing us to use DBS and Fixed Satellite Service ("FSS") spectrum, our owned and leased satellites, receiver systems, third-party broadcast operations, customer service facilities, a third-party leased fiber network, in-home service and call center operations, and certain other assets utilized in our operations.

- ***Blockbuster.*** On April 26, 2011, we completed the acquisition of most of the assets of Blockbuster, Inc. (the "Blockbuster Acquisition"). The financial results of our Blockbuster operations are included in our financial results beginning April 26, 2011. Blockbuster primarily offers movies and video games for sale and rental through multiple distribution channels such as retail stores, by-mail, digital devices, the blockbuster.com website and the BLOCKBUSTER On Demand® service.

- ***Wireless Spectrum.*** In 2008, we paid $712 million to acquire certain 700 MHz wireless spectrum licenses, which were granted to us by the FCC in February 2009 subject to certain build-out requirements. On March 9, 2012, we completed the acquisitions of 100% of the equity of reorganized DBSD North America, Inc. ("DBSD North America") and substantially all of the assets of TerreStar Networks, Inc. ("TerreStar"), pursuant to which we acquired, among other things, 40 MHz of 2 GHz wireless spectrum licenses held by DBSD North America and TerreStar. The financial results of DBSD North America and TerreStar were included in our financial results as of March 9, 2012. The total consideration to acquire these assets was approximately $2.860 billion. This amount includes $1.364 billion for DBSD North America (the "DBSD Transaction"), $1.382 billion for TerreStar (the "TerreStar Transaction"), and the net payment of $114 million to Sprint pursuant to the Sprint Settlement Agreement. See Note 8 for further information.

  We currently generate an immaterial amount of revenue and incur operating expenses associated with certain satellite operations and regulatory compliance from our wireless spectrum assets. As we review our options for the commercialization of this wireless spectrum, we may incur significant additional expenses and may have to make significant investments related to, among other things, research and development, wireless testing and construction of a wireless network.

  On March 21, 2012, the FCC released a notice of proposed rule making ("NPRM") that could result in the elimination of the Mobile-Satellite Service ("MSS") "integrated service" and other requirements that attach to the 2 GHz licenses. Among other things, the FCC has proposed to modify our licenses to allow us to offer single-mode terrestrial terminals to customers who do not desire satellite functionality. We submitted filings in the initial comment round and in the reply comment round. We cannot predict the outcome or timing of the NPRM, including, without limitation, any associated build-out requirements with which we may need to comply to avail ourselves of any changes to the rules. See Note 11 for further information.

DISH NETWORK CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — Continued
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2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and with the instructions to Form 10-Q and Article 10 of Regulation S-X for interim financial information. Accordingly, these statements do not include all of the information and notes required for complete financial statements prepared under GAAP. In our opinion, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Our results of operations for the interim periods presented are not necessarily indicative of the results that may be expected for the full year. For further information, refer to the Consolidated Financial Statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2011 ("2011 10-K"). Certain prior period amounts have been reclassified to conform to the current period presentation.

Principles of Consolidation

We consolidate all majority owned subsidiaries, investments in entities in which we have controlling influence and variable interest entities where we have been determined to be the primary beneficiary. Non-majority owned investments are accounted for using the equity method when we have the ability to significantly influence the operating decisions of the investee. When we do not have the ability to significantly influence the operating decisions of an investee, the cost method is used. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense for each reporting period. Estimates are used in accounting for, among other things, allowances for doubtful accounts, self-insurance obligations, deferred taxes and related valuation allowances, uncertain tax positions, loss contingencies, the useful lives and residual value surrounding our rental library inventory, estimated accruals related to revenue-sharing titles that are subject to performance guarantees, fair value of financial instruments, fair value of options granted under our stock-based compensation plans, fair value of assets and liabilities acquired in business combinations, capital leases, asset impairments, estimates of future cash flows used to evaluate impairments, useful lives of property, equipment and intangible assets, asset retirement obligations, retailer incentives, programming expenses, subscriber lives and royalty obligations. Weak economic conditions have increased the inherent uncertainty in the estimates and assumptions indicated above. Actual results may differ from previously estimated amounts, and such differences may be material to the Condensed Consolidated Financial Statements. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected prospectively in the period they occur.

Fair Value Measurements

We determine fair value based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. Market or observable inputs are the preferred source of values, followed by unobservable inputs or assumptions based on hypothetical transactions in the absence of market inputs. We apply the following hierarchy in determining fair value:

- Level 1, defined as observable inputs being quoted prices in active markets for identical assets;
- Level 2, defined as observable inputs other than quoted prices included in Level 1, including quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar instruments in markets that

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are not active; and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and

- Level 3, defined as unobservable inputs for which little or no market data exists, consistent with reasonably available assumptions made by other participants therefore requiring assumptions based on the best information available.

As of June 30, 2012 and December 31, 2011, the carrying value for cash and cash equivalents, marketable investment securities, trade accounts receivable, net of allowance for doubtful accounts, and current liabilities, excluding the "Current portion of long-term debt and capital lease obligations," is equal to or approximates fair value due to their short-term nature or proximity to current market rates. See Note 5.

Fair values for our publicly traded debt securities are based on quoted market prices, when available. The fair values of our private debt is estimated based on an analysis in which we evaluate market conditions, related securities, various public and private offerings, and other publicly available information. In performing this analysis, we make various assumptions regarding, among other things, credit spreads, and the impact of these factors on the value of the notes. See Note 9 for the fair value of our long-term debt.

3. Basic and Diluted Net Income (Loss) Per Share

We present both basic earnings per share ("EPS") and diluted EPS. Basic EPS excludes potential dilution and is computed by dividing "Net income (loss) attributable to DISH Network" by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if stock awards were exercised. The potential dilution from stock awards was computed using the treasury stock method based on the average market value of our Class A common stock. The following table presents earnings per share amounts for all periods and the basic and diluted weighted-average shares outstanding used in the calculation.

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2012	2011	2012	2011
	(In thousands, except per share amounts)			
Net income (loss) attributable to DISH Network	$ 225,732	$ 334,760	$ 586,042	$ 884,154
Weighted-average common shares outstanding - Class A and B common stock:				
Basic	450,292	445,579	448,791	444,475
Dilutive impact of stock awards outstanding	2,785	1,718	2,634	1,319
Diluted	453,077	447,297	451,425	445,794
Earnings per share - Class A and B common stock:				
Basic net income (loss) per share attributable to DISH Network	$ 0.50	$ 0.75	$ 1.31	$ 1.99
Diluted net income (loss) per share attributable to DISH Network	$ 0.50	$ 0.75	$ 1.30	$ 1.98

As of June 30, 2012 and 2011, there were stock awards to purchase 3.3 million and 5.5 million shares, respectively, of Class A common stock outstanding, not included in the weighted-average common shares outstanding above, as their effect is antidilutive.

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Vesting of options and rights to acquire shares of our Class A common stock granted pursuant to our performance-based stock incentive plans ("Restricted Performance Units") is contingent upon meeting certain goals, some of which are not yet probable of being achieved. As a consequence, the following are also not included in the diluted EPS calculation.

	As of June 30,	
	2012	2011
	(In thousands)	
Performance-based options	7,976	10,997
Restricted Performance Units	1,198	1,387
Total	9,174	12,384

4. Other Comprehensive Income (Loss)

The following table presents the tax effects on each component of "Other comprehensive income (loss)." A full valuation allowance has been established against any deferred tax assets that are capital in nature.

	For the Three Months Ended June 30,					
	2012			2011		
	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount
	(In thousands)					
Foreign currency translation adjustments	$ (1,965)	$ —	$ (1,965)	$ (6,900)	$ —	$ (6,900)
Unrealized holding gains (losses) on available-for-sale securities	(69,393)	—	(69,393)	25,269	—	25,269
Recognition of previously unrealized (gains) losses on available-for-sale securities included in net income (loss)	(3,135)	—	(3,135)	4,658	—	4,658
Other comprehensive income (loss)	$ (74,493)	$ —	$ (74,493)	$ 23,027	$ —	$ 23,027

	For the Six Months Ended June 30,					
	2012			2011		
	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount
	(In thousands)					
Foreign currency translation adjustments	$ 1,288	$ —	$ 1,288	$ (6,900)	$ —	$ (6,900)
Unrealized holding gains (losses) on available-for-sale securities	(18,372)	—	(18,372)	93,069	—	93,069
Recognition of previously unrealized (gains) losses on available-for-sale securities included in net income (loss)	(84,022)	—	(84,022)	(1,638)	—	(1,638)
Other comprehensive income (loss)	$ (101,106)	$ —	$ (101,106)	$ 84,531	$ —	$ 84,531

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The "Accumulated other comprehensive income (loss)" is detailed in the following table.

Accumulated Other Comprehensive Income (Loss)	Foreign Currency Translation Adjustment	Unrealized / Recognized Gains (Losses)	Total
		(In thousands)	
Balance as of December 31, 2011	$ (9,139)	$ 91,182	$ 82,043
Current period activity	1,288	(102,394)	(101,106)
Tax (expense) benefit	—	—	—
Balance as of June 30, 2012	$ (7,851)	$ (11,212)	$ (19,063)

5. Marketable Investment Securities, Restricted Cash and Cash Equivalents, and Other Investment Securities

Our marketable investment securities, restricted cash and cash equivalents, and other investment securities consist of the following:

	As of June 30, 2012	As of December 31, 2011
	(In thousands)	
Marketable investment securities:		
Current marketable investment securities - VRDNs	$ 49,303	$ 160,555
Current marketable investment securities - strategic	737,400	360,052
Current marketable investment securities - other	1,456,790	911,138
Total current marketable investment securities	2,243,493	1,431,745
Restricted marketable investment securities (1)	79,920	65,843
Noncurrent marketable investment securities - ARS and MBS (2)	103,639	109,327
Total marketable investment securities	2,427,052	1,606,915
Restricted cash and cash equivalents (1)	54,050	66,592
Other investment securities:		
Other investment securities - cost method (2)	2,879	2,805
Investment in DBSD North America (Note 8)	—	1,297,614
Total other investment securities	2,879	1,300,419
Total marketable investment securities, restricted cash and cash equivalents, and other investment securities	$ 2,483,981	$ 2,973,926

(1) Restricted marketable investment securities and restricted cash and cash equivalents are included in "Restricted cash and marketable investment securities" on our Condensed Consolidated Balance Sheets.
(2) Noncurrent marketable investment securities — auction rate securities ("ARS"), mortgage backed securities ("MBS") and other investment securities are included in "Marketable and other investment securities" on our Condensed Consolidated Balance Sheets.

Marketable Investment Securities

O ur marketable investment securities portfolio consists of various debt and equity instruments, all of which are classified as available-for-sale, except as specified below.

Current Marketable Investment Securities - VRDNs

Variable rate demand notes ("VRDNs") are long-term floating rate municipal bonds with embedded put options that allow the bondholder to sell the security at par plus accrued interest. All of the put options are secured by a pledged liquidity source. Our VRDN portfolio is comprised of investments in many municipalities, which are backed by financial institutions or other highly rated companies that serve as the pledged liquidity source. While they are classified as marketable investment securities, the put option allows VRDNs to be liquidated generally on a same day or on a five business day settlement basis.

Current Marketable Investment Securities - Strategic

Our current strategic marketable investment securities include strategic and financial investments in public companies that are highly speculative and have experienced and continue to experience volatility. As of June 30, 2012, our strategic investment portfolio consisted of securities of a small number of issuers, and as a result the value of that portfolio depends on the value of those issuers. In addition, a significant portion of the value of these investments is concentrated in the debt securities of a single issuer. The carrying value of the securities of that single issuer as of June 30, 2012 and December 31, 2011 was $396 million and $16 million, respectively. The fair value of the securities of that single issuer as of June 30, 2012 and December 31, 2011 was $393 million and $17 million, respectively. That single issuer has indicated that it will need substantial additional capital to meet its business and financial obligations beyond the next 12 months. The fair value of certain of the debt securities in our investment portfolio, including those of that single issuer, can be adversely impacted by, among other things, the issuers' respective performance and ability to obtain any necessary additional financing on acceptable terms, or at all.

Current Marketable Investment Securities - Other

Our c urrent marketable investment securities portfolio includes investments in various debt instruments including corporate and government bonds.

Restricted Cash and Marketable Investment Securities

As of June 30, 2012 and December 31, 2011, our restricted marketable investment securities, together with our restricted cash, included amounts required as collateral for our letters of credit or surety bonds and for litigation (See Note 11).

Noncurrent Marketable Investment Securities — ARS and MBS

We have investments in ARS and MBS which are either classified as available-for-sale securities or are accounted for under the fair value method. Previous events in the credit markets reduced or eliminated current liquidity for certain of our ARS and MBS investments. As a result, we classify these investments as noncurrent assets, as we intend to hold these investments until they recover or mature.

The valuation of our ARS and MBS investments portfolio is subject to uncertainties that are difficult to estimate. Due to the lack of observable market quotes for identical assets, we utilize analyses that rely on Level 2 and/or Level 3 inputs, as defined in "Fair Value Measurements." These inputs include, among other things, observed prices on similar assets as well as our assumptions and estimates related to the counterparty credit quality, default risk underlying the security and overall capital market liquidity. These securities were also compared, when possible, to other observable market data for financial instruments with similar characteristics.

Fair Value Election. As of June 30, 2012, our ARS and MBS noncurrent marketable investment securities portfolio of $104 million includes $58 million of securities accounted for under the fair value method.

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Other Investment Securities

We have strategic investments in certain debt and equity securities that are included in noncurrent "Marketable and other investment securities" on our Condensed Consolidated Balance Sheets and accounted for using the cost, equity and/or fair value methods of accounting.

Our ability to realize value from our strategic investments in companies that are not publicly traded depends on the success of those companies' businesses and their ability to obtain sufficient capital to execute their business plans. Because private markets are not as liquid as public markets, there is also increased risk that we will not be able to sell these investments, or that when we desire to sell them we will not be able to obtain fair value for them.

Unrealized Gains (Losses) on Marketable Investment Securities

As of June 30, 2012 and December 31, 2011, we had accumulated net unrealized losses of $11 million and net unrealized gains of $91 million, both net of related tax effect, respectively, as a part of "Accumulated other comprehensive income (loss)" within "Total stockholders' equity (deficit)." A full valuation allowance has been established against any deferred taxes that are capital in nature. The components of our available-for-sale investments are summarized in the table below.

	As of June 30, 2012				As of December 31, 2011			
	Marketable Investment Securities	Unrealized Gains	Unrealized Losses	Net	Marketable Investment Securities	Unrealized Gains	Unrealized Losses	Net
	(In thousands)							
Debt securities:								
VRDNs	$ 49,303	$ —	$ —	$ —	$ 160,555	$ —	$ —	$ —
ARS and MBS	45,781	1,212	(12,703)	(11,491)	46,657	848	(14,486)	(13,638)
ARS fair value election	57,858	—	—	—	62,670	—	—	—
Other (including restricted)	1,973,467	1,038	(3,001)	(1,963)	994,021	5,526	(6,565)	(1,039)
Equity securities:								
Other	300,643	89,789	(87,547)	2,242	343,012	89,044	(61,934)	27,110
Subtotal	2,427,052	92,039	(103,251)	(11,212)	1,606,915	95,418	(82,985)	12,433
Investment in DBSD North America (1)	—	—	—	—	839,009	78,749	—	78,749
Total	$ 2,427,052	$ 92,039	$ (103,251)	$ (11,212)	$ 2,445,924	$ 174,167	$ (82,985)	$ 91,182

(1) Of our total investment in DBSD North America of $1.298 billion as of December 31, 2011, $839 million was invested in 7.5% Convertible Senior Secured Notes due 2009, which were accounted for as available-for-sale investments prior to the DBSD Transaction.

As of June 30, 2012, restricted and non-restricted marketable investment securities include debt securities of $1.197 billion with contractual maturities of one year or less and $929 million with contractual maturities greater than one year. Actual maturities may differ from contractual maturities as a result of our ability to sell these securities prior to maturity.

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Marketable Investment Securities in a Loss Position

The following table reflects the length of time that the individual securities, accounted for as available-for-sale, have been in an unrealized loss position, aggregated by investment category. As of June 30, 2012, the unrealized losses on our investments in equity securities represent investments in broad-based indexes and several companies in the telecommunications and technology industries. We are not aware of any specific factors which indicate the unrealized losses in these investments are due to anything other than temporary market fluctuations. As of June 30, 2012 and December 31, 2011, the unrealized losses on our investments in debt securities primarily represent investments in auction rate and mortgage backed securities. We do not intend to sell our investments in these debt securities before they recover or mature, and it is more likely than not that we will hold these investments until that time. In addition, we are not aware of any specific factors indicating that the underlying issuers of these debt securities would not be able to pay interest as it becomes due or repay the principal at maturity. Therefore, we believe that these changes in the estimated fair values of these marketable investment securities are related to temporary market fluctuations.

	As of			
	June 30, 2012		December 31, 2011	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(In thousands)			
Debt Securities:				
Less than 12 months	$ 910,852	$ (1,375)	$ 694,199	$ (4,793)
12 months or more	143,294	(14,329)	98,240	(16,258)
Equity Securities:				
Less than 12 months	79,353	(36,269)	247,683	(61,934)
12 months or more	59,620	(51,278)		—
Total	$ 1,193,119	$ (103,251)	$ 1,040,122	$ (82,985)

Our investments measured at fair value on a recurring basis were as follows:

	As of							
	June 30, 2012				December 31, 2011			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
	(In thousands)							
Cash equivalents (including restricted)	$ 2,392,319	$ 45,974	$ 2,346,345	$ —	$ 397,777	$ 46,371	$ 351,406	$ —
Debt securities:								
VRDNs	$ 49,303	$ —	$ 49,303	$ —	$ 160,555	$ —	$ 160,555	$ —
ARS and MBS	103,639	—	1,666	101,973	109,327	—	3,412	105,915
Other (including restricted)	1,973,467	—	1,973,467	—	994,021	—	994,021	—
Equity securities	300,643	300,643	—	—	343,012	343,012	—	—
Subtotal	2,427,052	300,643	2,024,436	101,973	1,606,915	343,012	1,157,988	105,915
Investment in DBSD North America (1)	—	—	—	—	839,009	—	—	839,009
Total	$ 2,427,052	$ 300,643	$ 2,024,436	$ 101,973	$ 2,445,924	$ 343,012	$ 1,157,988	$ 944,924

(1) Of our total investment in DBSD North America of $1.298 billion as of December 31, 2011, $839 million was invested in 7.5% Convertible Senior Secured Notes due 2009, which were accounted for as available-for-sale investments prior to the DBSD Transaction.

As of June 30, 2012, our Level 3 investments consist predominately of ARS and MBS. On a quarterly basis we evaluate the reasonableness of significant unobservable inputs used in those measurements. The valuation models used for some of our ARS investments require an evaluation of the underlying instruments held by the trusts that issue these securities. For our other ARS and MBS securities, our evaluation uses, among other things, the terms of the underlying instruments, the credit ratings of the issuers, current market conditions, and other relevant factors. Based on these factors, we assess the risk of realizing expected cash flows and we apply an observable discount rate that reflects this risk. We may also reduce our valuations to reflect other claims to trust assets or to reflect a liquidity discount based on the lack of an active market for these securities.

Changes in Level 3 instruments are as follows:

	Level 3 Investment Securities (In thousands)
Balance as of December 31, 2011	$ 944,924
Net realized and unrealized gains (losses) included in earnings	74,108
Net realized and unrealized gains (losses) included in other comprehensive income (loss)	(76,704)
Purchases	—
Settlements (1)	(840,355)
Issuances	—
Transfers from level 2 to level 3	—
Balance as of June 30, 2012	$ 101,973

(1) For the six months ended June 30, 2012, this amount primarily relates to the conversion of our DBSD North America 7.5% Convertible Senior Secured Notes due 2009 in connection with the completion of the DBSD Transaction. See Note 8 for further information.

Gains and Losses on Sales and Changes in Carrying Values of Investments

"Other, net" income and expense included on our Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) includes other changes in the carrying amount of our marketable and non-marketable investments as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
Other Income (Expense):	**2012**	**2011**	**2012**	**2011**
	(In thousands)			
Marketable investment securities - gains (losses) on sales/exchanges	$ 3,117	$ (4,659)	$ 7,736	$ 1,732
Marketable investment securities - unrealized gains (losses) on investments accounted for at fair value	(11,541)	(14,735)	(3,062)	(19,508)
Marketable investment securities - gains (losses) on conversion of DBSD North America Notes (1)	—	—	99,445	—
Other investment securities - gains (losses) on sales/exchanges	—	—	—	10,000
Marketable investment securities - other-than-temporary impairments	—	—	(2,481)	—
Other	976	(400)	1,196	(385)
Total	$ (7,448)	$ (19,794)	$ 102,834	$ (8,161)

(1) During the six months ended June 30, 2012, we recognized a $99 million non-cash gain related to the conversion of our DBSD North America 7.5% Convertible Senior Secured Notes due 2009 in connection with the completion of the DBSD Transaction. See Note 8 for further information.

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6. Inventory

Inventory consists of the following:

	As of June 30, 2012	As of December 31, 2011
	(In thousands)	
DISH:		
Finished goods - DBS	$ 251,679	$ 295,058
Raw materials	166,282	183,711
Work-in-process - used	64,317	29,228
Work-in-process - new	535	2,308
Total DISH inventory	482,813	510,305
Blockbuster:		
Rental library	83,547	104,238
Merchandise	79,243	92,608
Total Blockbuster inventory	162,790	196,846
Wireless Spectrum:		
Finished goods	1,619	—
Total Wireless Spectrum inventory	1,619	—
Total inventory	$ 647,222	$ 707,151

7. Property and Equipment

"Property and equipment, net" on our Condensed Consolidated Balance Sheets totaled $4.348 billion as of June 30, 2012, a $1.178 billion increase compared to December 31, 2011. This increase was primarily related to the closing of the DBSD Transaction and the TerreStar Transaction and the associated purchase price allocation to the assets acquired and the liabilities assumed. See Note 8 for further information.

As we prepare for commercialization of our 2 GHz wireless spectrum licenses, interest expense related to its carrying value is being capitalized within "Property and equipment, net" on our Condensed Consolidated Balance Sheets. During the three months ended June 30, 2012 and 2011, we recorded capitalized interest of $39 million and zero, respectively. During the six months ended June 30, 2012 and 2011, we recorded capitalized interest of $39 million and zero, respectively.

Depreciation and Amortization Expense

Depreciation and amortization expense consists of the following:

	For the Three Months Ended June 30, 2012	For the Three Months Ended June 30, 2011	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011
	(In thousands)			
Equipment leased to customers	$ 163,474	$ 189,030	$ 315,917	$ 372,017
Satellites	38,616	32,087	72,453	64,178
Buildings, furniture, fixtures, equipment and other	29,253	15,932	51,671	30,551
148 degree orbital location (1)	67,776	—	67,776	—
Total depreciation and amortization	$ 299,119	$ 237,049	$ 507,817	$ 466,746

(1) See *"FCC Authorizations"* below.

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Cost of sales and operating expense categories included in our accompanying Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) do not include depreciation expense related to satellites or equipment leased to customers.

DBS Satellites

We currently utilize 13 DBS satellites in geostationary orbit approximately 22,300 miles above the equator, six of which we own and depreciate over the useful life of each satellite. We currently utilize capacity on five DBS satellites from EchoStar, which are accounted for as operating leases. See Note 13 for further discussion of our satellite leases with EchoStar. We also lease two DBS satellites from third parties, which are accounted for as capital leases and are depreciated over the shorter of the economic life of the satellite or the term of the satellite agreement.

S-band Satellites

As a result of the DBSD Transaction and the TerreStar Transaction, three S-band satellites were added to our satellite fleet, including two in-orbit satellites and one satellite under construction, discussed below. We are currently evaluating our options for these satellites.

D1. D1, formerly known as EchoStar G1, was launched in April 2008 by DBSD North America and is currently located at the 92.85 degree orbital location. D1 was designed to meet a minimum 15-year useful life.

T1. T1, formerly known as EchoStar T1, was launched in July 2009 by TerreStar and currently operates at the 111.1 degree orbital location. T1 was designed to meet a minimum 15-year useful life. Prior to the TerreStar Transaction, this satellite experienced certain solar array anomalies. While these anomalies did not reduce the estimated useful life of the satellite to less than 15 years or impact commercial operation of the satellite, there can be no assurance that future anomalies will not reduce its useful life or impact its commercial operation.

T2 . In December 2007, TerreStar entered into an agreement with Space Systems/Loral, Inc. for the design and manufacture of T2, formerly known as EchoStar T2. The construction of T2 is close to completion.

Satellite Anomalies

Operation of our pay-TV service requires that we have adequate DBS satellite transmission capacity for the programming we offer. Moreover, current competitive conditions require that we continue to expand our offering of new programming, particularly by expanding local high definition ("HD") coverage and offering more HD national channels. While we generally have had in-orbit DBS satellite capacity sufficient to transmit our existing channels and some backup capacity to recover the transmission of certain critical programming, our backup capacity is limited.

In the event of a failure or loss of any of our satellites, we may need to acquire or lease additional satellite capacity or relocate one of our other satellites and use it as a replacement for the failed or lost satellite. Such a failure could result in a prolonged loss of critical programming or a significant delay in our plans to expand programming as necessary to remain competitive and thus may have a material adverse effect on our business, financial condition and results of operations.

Prior to 2012, certain of our satellites have experienced anomalies, some of which have had a significant adverse impact on their remaining useful life and/or commercial operation. There can be no assurance that future anomalies will not further impact the remaining useful life and/or commercial operation of any of the satellites in our fleet. See " *Long-Lived DBS Satellite Assets* " below for further discussion of evaluation of impairment. There can be no assurance that we can recover critical transmission capacity in the event one or more of our in-orbit satellites were to fail. We do not anticipate carrying insurance for any of the in-orbit satellites that we use, and we will bear the risk

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associated with any in-orbit satellite failures. Recent developments with respect to certain of our satellites are discussed below.

Owned Satellites

EchoStar I . EchoStar I was designed to meet a minimum 12 year useful life. During the first quarter 2012, we determined that EchoStar I experienced a communications receiver anomaly. While this anomaly did not impact commercial operation of the satellite, there can be no assurance that future anomalies will not impact its future commercial operation. EchoStar I was fully depreciated during 2007.

EchoStar XI. EchoStar XI was designed to meet a minimum 12-year useful life. During the first quarter 2012, we determined that EchoStar XI experienced solar array anomalies that reduced the total power available for use by the spacecraft. While these anomalies did not reduce the estimated useful life of the satellite to less than 12 years or impact commercial operation of the satellite, there can be no assurance that future anomalies will not reduce its useful life or impact its commercial operation.

EchoStar XIV. EchoStar XIV was designed to meet a minimum 15-year useful life. During the third quarter 2011 and the first quarter 2012, we determined that EchoStar XIV experienced solar array anomalies that reduced the total power available for use by the spacecraft. While these anomalies did not reduce the estimated useful life of the satellite to less than 15 years or impact commercial operation of the satellite, there can be no assurance that future anomalies will not reduce its useful life or impact its commercial operation.

Leased Satellites

EchoStar VI. Prior to 2012, EchoStar VI experienced solar array anomalies which impacted the commercial operation of the satellite. EchoStar VI also previously experienced the loss of traveling wave tube amplifiers (“TWTAs”). During the first quarter 2012, EchoStar determined that EchoStar VI experienced the loss of two additional TWTAs increasing the total number of TWTAs lost to five. During the second quarter 2012, EchoStar VI lost an additional solar array string, which reduced the total power available for use by the spacecraft. While the recent losses of TWTAs and the solar array string did not impact current commercial operation of the satellite, there can be no assurance that future anomalies will not impact its commercial operation.

Long-Lived DBS Satellite Assets. We evaluate our DISH branded pay-TV DBS satellite fleet for impairment as one asset group and test for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. While certain of the anomalies discussed above, and previously disclosed, may be considered to represent a significant adverse change in the physical condition of an individual satellite, based on the redundancy designed within each satellite and considering the asset grouping, these anomalies are not considered to be significant events that would require evaluation for impairment recognition. Unless and until a specific satellite is abandoned or otherwise determined to have no service potential, the net carrying amount related to the satellite would not be written off.

FCC Authorizations

“FCC authorizations” on our Condensed Consolidated Balance Sheets totaled $3.273 billion as of June 30, 2012, a $1.881 billion increase compared to December 31, 2011. This increase was related to the closing of the DBSD Transaction and the TerreStar Transaction and the associated purchase price allocation to the assets acquired and the liabilities assumed. See Note 8 for further discussion of the DBSD Transaction and the TerreStar Transaction.

On May 31, 2012, the International Bureau of the FCC announced the termination of our license for use of the 148 degree orbital location associated with our DISH segment. We have not had a satellite positioned at the 148 degree orbital location since the retirement of EchoStar V in August 2009. Our license for use of the 148 degree orbital location had a $68 million carrying value. This amount was recorded as “Depreciation and amortization” expense on our Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) in the second quarter 2012 due to the termination of this license by the FCC.

8. Acquisitions

DBSD North America and TerreStar Transactions

On March 2, 2012, the FCC approved the transfer of 40 MHz of 2 GHz wireless spectrum licenses held by DBSD North America and TerreStar to us. On March 9, 2012, we completed the DBSD Transaction and the TerreStar Transaction, pursuant to which we acquired, among other things, certain satellite assets and wireless spectrum licenses held by DBSD North America and TerreStar. In addition, during the fourth quarter 2011, we and Sprint Nextel Corporation (“Sprint”) entered into a mutual release and settlement agreement (the “Sprint Settlement Agreement”) pursuant to which all disputed issues relating to the DBSD Transaction and the TerreStar Transaction were resolved between us and Sprint, including, but not limited to, issues relating to costs allegedly incurred by Sprint to relocate users from the spectrum then licensed to DBSD North America and TerreStar. Pursuant to the Sprint Settlement Agreement, we made a net payment of approximately $114 million to Sprint. The total consideration to acquire these assets was approximately $2.860 billion. This amount includes $1.364 billion for the DBSD Transaction, $1.382 billion for the TerreStar Transaction, and the net payment of $114 million to Sprint pursuant to the Sprint Settlement Agreement.

Our consolidated FCC applications for approval of the license transfers from DBSD North America and TerreStar were accompanied by requests for waiver of the FCC’s MSS “integrated service” and spare satellite requirements and various technical provisions. The FCC denied our requests for waiver of the integrated service and spare satellite requirements. The FCC has not yet acted on the request for waiver of various technical provisions, and we cannot predict the outcome or timing of any action by the FCC with respect to that waiver request. Waiver of the integrated service requirement would have allowed us to offer single-mode terrestrial terminals to customers who do not desire satellite functionality. On March 21, 2012, the FCC released an NPRM that could result in the elimination of the integrated service and other requirements that attach to the 2 GHz licenses. Among other things, the FCC has proposed to modify our licenses to allow us to offer single-mode terrestrial terminals to customers who do not desire satellite functionality. The NPRM was published in the Federal Register on April 17, 2012. Initial comments on the NPRM were due on or before May 17, 2012, and reply comments were due on or before June 1, 2012. We submitted filings in the initial comment round and in the reply comment round. While the FCC has indicated its intent to complete the NPRM during 2012, we cannot predict the outcome or timing of the NPRM, including, without limitation, any associated build-out requirements with which we may need to comply to avail ourselves of any changes to the rules.

As a result of the completion of the DBSD Transaction and the TerreStar Transaction, we will likely be required to make significant additional investments or partner with others to, among other things, finance the commercialization and build-out requirements of these licenses and our integration efforts including compliance with regulations applicable to the acquired licenses. Depending on the nature and scope of such commercialization and build-out, any such investment or partnership could vary significantly. There can be no assurance that we will be able to develop and implement a business model that will realize a return on these spectrum investments or that we will be able to profitably deploy the assets represented by these spectrum investments, which may affect the carrying value of these assets and our future financial condition or results of operations.

For the purposes of acquisition accounting, management determined that the DBSD Transaction and the TerreStar Transaction, together with the net payment pursuant to the Sprint Settlement Agreement, should be accounted for as a single transaction. In reaching this conclusion, management considered, among other things, the fact that the transactions occurred in contemplation of one another and the expectation that the acquired assets will be utilized as a single integrated service. The total consideration of approximately $2.860 billion in connection with the DBSD Transaction and the TerreStar Transaction included $2.761 billion in cash and a $99 million non-cash gain related to the conversion of our DBSD North America 7.5% Convertible Senior Secured Notes due 2009. Of this non-cash gain, $78 million was included as a component of “Accumulated other comprehensive income (loss)” within “Total stockholders’ equity (deficit),” on our Condensed Consolidated Balance Sheets as of December 31, 2011. We have recognized the acquired assets and assumed liabilities based on our preliminary estimates of fair value at their acquisition date. We expense all transaction costs related to the acquisition as incurred.

	Preliminary Purchase Price Allocation
	(In thousands)
Cash	$ 5,230
Current and noncurrent assets	6,705
Property and equipment	1,206,663
Goodwill (1)	24,935
FCC authorizations	1,949,000
Current liabilities	(62,692)
Noncurrent liabilities	(270,193)
Total acquisition consideration	$ 2,859,648

(1) This amount is deductible for tax purposes and is included as a component of “Other noncurrent assets, net” on our Condensed Consolidated Balance Sheets.

The determination of the fair value of the acquired assets and assumed liabilities requires significant analysis and judgment. As of the date of issuance of these financial statements, we have not completed our valuation analysis and calculations in sufficient detail necessary to finalize our estimates. The assets acquired in the DBSD Transaction and the TerreStar Transaction consist primarily of certain satellite assets and wireless spectrum licenses. The fair value of satellite assets and wireless spectrum licenses are the most significant areas not yet finalized. We expect to complete our final fair value determinations no later than the first quarter 2013. Our final fair value determinations may be significantly different than those reflected in our Condensed Consolidated Financial Statements at June 30, 2012.

Pro forma revenue and earnings associated with the DBSD Transaction and the TerreStar Transaction are not included in this filing. Due to the material ongoing modifications of the business, management has determined that insufficient information exists to accurately develop meaningful historical pro forma financial information. Moreover, the historical results of operations of DBSD North America and TerreStar are not indicative of their potential prospective operations because DBSD North America and TerreStar were in bankruptcy proceedings and did not have significant operations in periods prior to the transactions. As such, any historical pro forma information would not prove useful in assessing our post transaction earnings and cash flows. We generated less than $1 million of revenue for each of the three and six months ended June 30, 2012 from our wireless spectrum segment. In addition, we incurred $18 million and $26 million in operating expenses for the three and six months ended June 30, 2012, respectively.

9. Long-Term Debt

4 5/8% Senior Notes due 2017

On May 16, 2012, we issued $900 million aggregate principal amount of our five-year, 4 5/8% Senior Notes due July 15, 2017 at an issue price of 100.0%. Interest accrues at an annual rate of 4 5/8% and is payable semi-annually in cash, in arrears on January 15 and July 15 of each year, commencing on January 15, 2013.

The 4 5/8% Senior Notes are redeemable, in whole or in part, at any time at a redemption price equal to 100.0% of the principal amount plus a "make-whole" premium, as defined in the related indenture, together with accrued and unpaid interest. Prior to July 15, 2015, we may also redeem up to 35.0% of each of the 4 5/8% Senior Notes at specified premiums with the net cash proceeds from certain equity offerings or capital contributions.

The 4 5/8% Senior Notes are:

- general unsecured senior obligations of DISH DBS;
- ranked equally in right of payment with all of DISH DBS' and the guarantors' existing and future unsecured senior debt; and
- ranked effectively junior to our and the guarantors' current and future secured senior indebtedness up to the value of the collateral securing such indebtedness.

The indenture related to the 4 5/8% Senior Notes contains restrictive covenants that, among other things, impose limitations on the ability of DISH DBS and its restricted subsidiaries to:

- incur additional debt;
- pay dividends or make distributions on DISH DBS' capital stock or repurchase DISH DBS' capital stock;
- make certain investments;
- create liens or enter into sale and leaseback transactions;
- enter into transactions with affiliates;
- merge or consolidate with another company; and
- transfer or sell assets.

In the event of a change of control, as defined in the related indenture, we would be required to make an offer to repurchase all or any part of a holder's 4 5/8% Senior Notes at a purchase price equal to 101% of the aggregate principal amount thereof, together with accrued and unpaid interest thereon, to the date of repurchase.

5 7/8% Senior Notes due 2022

On May 16, 2012, we issued $1.0 billion aggregate principal amount of our ten-year, 5 7/8% Senior Notes due July 15, 2022 at an issue price of 100.0%. Interest accrues at an annual rate of 5 7/8% and is payable semi-annually in cash, in arrears on January 15 and July 15 of each year, commencing on January 15, 2013.

On July 26, 2012, we issued an additional $1.0 billion aggregate principal amount of our ten-year, 5 7/8% Senior Notes due July 15, 2022 at an issue price of 100.75% plus accrued interest from May 16, 2012. These notes were issued as additional notes under the related indenture, pursuant to which we issued on May 16, 2012 $1.0 billion in aggregate principal amount of our 5 7/8% Senior Notes due 2022 discussed above. These notes and the notes previously issued under the related indenture will be treated as a single class of debt securities under the related indenture.

The 5 7/8% Senior Notes are redeemable, in whole or in part, at any time at a redemption price equal to 100.0% of the principal amount plus a "make-whole" premium, as defined in the related indenture, together with accrued and unpaid

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interest. Prior to July 15, 2015, we may also redeem up to 35.0% of each of the 5 7/8% Senior Notes at specified premiums with the net cash proceeds from certain equity offerings or capital contributions.

The 5 7/8% Senior Notes are:

- general unsecured senior obligations of DISH DBS;
- ranked equally in right of payment with all of DISH DBS' and the guarantors' existing and future unsecured senior debt; and
- ranked effectively junior to our and the guarantors' current and future secured senior indebtedness up to the value of the collateral securing such indebtedness.

The indenture related to the 5 7/8% Senior Notes contains restrictive covenants that, among other things, impose limitations on the ability of DISH DBS and its restricted subsidiaries to:

- incur additional debt;
- pay dividends or make distributions on DISH DBS' capital stock or repurchase DISH DBS' capital stock;
- make certain investments;
- create liens or enter into sale and leaseback transactions;
- enter into transactions with affiliates;
- merge or consolidate with another company; and
- transfer or sell assets.

In the event of a change of control, as defined in the related indenture, we would be required to make an offer to repurchase all or any part of a holder's 5 7/8% Senior Notes at a purchase price equal to 101% of the aggregate principal amount thereof, together with accrued and unpaid interest thereon, to the date of repurchase.

Fair Value of our Long-Term Debt

The following table summarizes the carrying and fair values of our debt facilities:

	As of			
	June 30, 2012		December 31, 2011	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands)			
7 % Senior Notes due 2013	$ 500,000	$ 527,500	$ 500,000	$ 535,000
6 5/8% Senior Notes due 2014	1,000,000	1,075,330	1,000,000	1,060,000
7 3/4% Senior Notes due 2015	750,000	834,375	750,000	817,500
7 1/8% Senior Notes due 2016	1,500,000	1,653,750	1,500,000	1,593,750
4 5/8% Senior Notes due 2017	900,000	884,250	—	—
7 7/8% Senior Notes due 2019	1,400,000	1,606,500	1,400,000	1,589,000
6 3/4% Senior Notes due 2021	2,000,000	2,151,800	2,000,000	2,140,000
5 7/8% Senior Notes due 2022 (1)	1,000,000	1,005,000	—	—
Mortgages and other notes payable	92,998	92,998	71,871	71,871
Subtotal	9,142,998	$ 9,831,503	7,221,871	$ 7,807,121
Capital lease obligations (2)	256,472	NA	271,908	NA
Total long-term debt and capital lease obligations (including current portion)	$ 9,399,470		$ 7,493,779	

(1) Excludes $1.0 billion in additional 5 7/8% Senior Notes due 2022 issued on July 26, 2012.
(2) Disclosure regarding fair value of capital leases is not required.

We estimated the fair value of our publicly traded long-term debt using market prices in less active markets (Level 2).

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10. Stock-Based Compensation

Stock Incentive Plans

We maintain stock incentive plans to attract and retain officers, directors and key employees. Stock awards under these plans include both performance and non-performance based stock incentives. As of June 30, 2012, we had outstanding under these plans stock options to acquire 18.8 million shares of our Class A common stock and 1.2 million restricted stock units. Stock options granted prior to and on June 30, 2012 were granted with exercise prices equal to or greater than the market value of our Class A common stock at the date of grant and with a maximum term of approximately ten years. While historically we have issued stock awards subject to vesting, typically at the rate of 20% per year, some stock awards have been granted with immediate vesting and other stock awards vest only upon the achievement of certain company-wide objectives. As of June 30, 2012, we had 72.7 million shares of our Class A common stock available for future grant under our stock incentive plans.

During December 2011, we paid a dividend in cash of $2.00 per share on our outstanding Class A and Class B common stock to shareholders of record on November 17, 2011. In light of such dividend, during January 2012, the exercise price of 21.2 million stock options, affecting approximately 600 employees, was reduced by $2.00 per share (the “2012 Stock Option Adjustment”). Except as noted below, all information discussed below reflects the 2012 Stock Option Adjustment.

On January 1, 2008, we completed the distribution of our technology and set-top box business and certain infrastructure assets (the “Spin-off”) into a separate publicly-traded company, EchoStar. DISH Network and EchoStar operate as separate publicly-traded companies, and neither entity has any ownership interest in the other. However, a substantial majority of the voting power of the shares of both companies is owned beneficially by Charles W. Ergen, our Chairman, or by certain trusts established by Mr. Ergen for the benefit of his family.

In connection with the Spin-off, as permitted by our existing stock incentive plans and consistent with the Spin-off exchange ratio, each DISH Network stock option was converted into two stock options as follows:

- an adjusted DISH Network stock option for the same number of shares that were exercisable under the original DISH Network stock option, with an exercise price equal to the exercise price of the original DISH Network stock option multiplied by 0.831219.

- a new EchoStar stock option for one-fifth of the number of shares that were exercisable under the original DISH Network stock option, with an exercise price equal to the exercise price of the original DISH Network stock option multiplied by 0.843907.

Similarly, each holder of DISH Network restricted stock units retained his or her DISH Network restricted stock units and received one EchoStar restricted stock unit for every five DISH Network restricted stock units that they held.

Consequently, the fair value of the DISH Network stock award and the new EchoStar stock award immediately following the Spin-off was equivalent to the fair value of such stock award immediately prior to the Spin-off.

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The following stock awards were outstanding:

	As of June 30, 2012			
	DISH Network Awards		EchoStar Awards	
Stock Awards Outstanding	Stock Options	Restricted Stock Units	Stock Options	Restricted Stock Units
Held by DISH Network employees	16,240,574	1,102,581	762,003	46,020
Held by EchoStar employees	2,555,901	94,999	N/A	N/A
Total	18,796,475	1,197,580	762,003	46,020

We are responsible for fulfilling all stock awards related to DISH Network common stock and EchoStar is responsible for fulfilling all stock awards related to EchoStar common stock, regardless of whether such stock awards are held by our or EchoStar's employees. Notwithstanding the foregoing, our stock-based compensation expense, resulting from stock awards outstanding at the Spin-off date, is based on the stock awards held by our employees regardless of whether such stock awards were issued by DISH Network or EchoStar. Accordingly, stock-based compensation that we expense with respect to EchoStar stock awards is included in "Additional paid-in capital" on our Condensed Consolidated Balance Sheets.

Stock Award Activity

Our stock option activity was as follows:

	For the Six Months Ended June 30, 2012	
	Options	Weighted-Average Exercise Price
Total options outstanding, beginning of period (1)	21,336,159	$ 20.53
Granted	501,500	$ 32.14
Exercised	(2,633,284)	$ 18.22
Forfeited and cancelled	(407,900)	$ 20.42
Total options outstanding, end of period	18,796,475	$ 18.99
Performance-based options outstanding, end of period (2)	7,976,150	$ 18.84
Exercisable at end of period	7,847,529	$ 18.38

(1) The beginning of period weighted-average exercise price of $20.53 does not reflect the 2012 Stock Option Adjustment, which occurred subsequent to December 31, 2011.
(2) These stock options are included in the caption "Total options outstanding, end of period." See discussion of the 2005 LTIP, 2008 LTIP and other employee performance awards below.

We realized tax benefits from stock awards exercised as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Tax benefit from stock awards exercised	$ 10,204	$ 5,614	$ 11,947	$ 6,409

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Based on the closing market price of our Class A common stock on June 30, 2012, the aggregate intrinsic value of our stock options was as follows:

	As of June 30, 2012	
	Options Outstanding	Options Exercisable
	(In thousands)	
Aggregate intrinsic value	$ 184,022	$ 81,864

Our restricted stock unit activity was as follows:

	For the Six Months Ended June 30, 2012	
	Restricted Stock Units	Weighted-Average Grant Date Fair Value
Total restricted stock units outstanding, beginning of period	1,284,708	$ 23.25
Granted	—	$ —
Vested	(24,795)	$ 22.94
Forfeited and cancelled	(62,333)	$ 25.94
Total restricted stock units outstanding, end of period	1,197,580	$ 23.06
Restricted Performance Units outstanding, end of period (1)	1,197,580	$ 23.06

(1) These Restricted Performance Units are included in the caption "Total restricted stock units outstanding, end of period." See discussion of the 2005 LTIP, 2008 LTIP and other employee performance awards below.

Long-Term Performance-Based Plans

2005 LTIP. During 2005, we adopted a long-term, performance-based stock incentive plan (the "2005 LTIP"). The 2005 LTIP provides stock options and restricted stock units, either alone or in combination, which vest over seven years at the rate of 10% per year during the first four years, and at the rate of 20% per year thereafter. Exercise of the stock awards is subject to the foregoing vesting schedule and a performance condition that a company-specific subscriber goal is achieved by March 31, 2015.

Contingent compensation related to the 2005 LTIP will not be recorded in our financial statements unless and until management concludes achievement of the performance condition is probable. Given the competitive nature of our business, small variations in subscriber churn, gross new subscriber activation rates and certain other factors can significantly impact subscriber growth. Consequently, while it was determined that achievement of the goal was not probable as of June 30, 2012, that assessment could change in the future.

If all of the stock awards under the 2005 LTIP were vested and the goal had been met or if we had determined that achievement of the goal was probable during the six months ended June 30, 2012, we would have recorded total non-cash, stock-based compensation expense for our employees as indicated in the table below. If the goal is met and there are unvested stock awards at that time, the vested amounts would be expensed immediately on our Condensed Consolidated Statements of Operations and Comprehensive Income (Loss), with the unvested portion recognized ratably over the remaining vesting period.

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	2005 LTIP	
	Total	Vested Portion (1)
	(In thousands)	
DISH Network awards held by DISH Network employees	$ 35,608	$ 29,390
EchoStar awards held by DISH Network employees	6,409	5,391
Total	$ 42,017	$ 34,781

(1) Represents the amount of this award that has met the foregoing vesting schedule and would therefore vest upon achievement of the performance condition.

2008 LTIP. During 2008, we adopted a long-term, performance-based stock incentive plan (the "2008 LTIP"). The 2008 LTIP provides stock options and restricted stock units, either alone or in combination, which vest based on company-specific subscriber and financial goals. Exercise of the stock awards is contingent on achieving these goals by December 31, 2015.

Although no awards vest until the Company attains the performance goals, compensation related to the 2008 LTIP will be recorded based on management's assessment of the probability of meeting the remaining goals. If the remaining goals are probable of being achieved, we will begin recognizing the associated non-cash, stock-based compensation expense on our Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) over the estimated period to achieve the goal. See table below titled "Estimated Remaining Non-Cash, Stock-Based Compensation Expense."

During the first quarter 2011, we determined that all of the 2008 LTIP performance goals are probable of achievement. As of June 30, 2012, approximately 70% of the 2008 LTIP awards had vested. We are recognizing the associated non-cash stock-based compensation expense on our Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) over the estimated period for vesting of the approximately 30% of the awards remaining, as indicated in the table below titled "Non-Cash, Stock-Based Compensation Expense Recognized."

Other Employee Performance Awards. In addition to the above long-term, performance stock incentive plans, we have other stock awards that vest based on certain other company-specific subscriber, operational and financial goals. Exercise of these stock awards is contingent on achieving certain performance goals.

Additional compensation related to these awards will be recorded based on management's assessment of the probability of meeting the remaining performance goals. If the remaining goals are probable of being achieved, we will begin recognizing the associated non-cash, stock-based compensation expense on our Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) over the estimated period to achieve the goal. See table below titled "Estimated Remaining Non-Cash, Stock-Based Compensation Expense."

Although no awards vest until the performance goals are attained, we determined that certain goals were probable of achievement and, as a result, recorded non-cash, stock-based compensation expense for the three and six months ended June 30, 2012 and 2011, as indicated in the table below titled "Non-Cash, Stock-Based Compensation Expense Recognized."

Given the competitive nature of our business, small variations in subscriber churn, gross new subscriber activation rates and certain other factors can significantly impact subscriber growth. Consequently, while it was determined that achievement of certain company-specific subscriber and financial goals was not probable as of June 30, 2012, that assessment could change in the future.

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The non-cash stock-based compensation expense associated with these awards is as follows:

Non-Cash, Stock-Based Compensation Expense Recognized	For the Three Months Ended June 30, 2012	For the Three Months Ended June 30, 2011	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011
	(In thousands)			
2008 LTIP	$ 2,340	$ 1,495	$ 8,179	$ 14,299
Other employee performance awards	1,433	(87)	4,572	(12)
Total non-cash, stock-based compensation expense recognized for performance-based awards	$ 3,773	$ 1,408	$ 12,751	$ 14,287

Estimated Remaining Non-Cash, Stock-Based Compensation Expense	2008 LTIP	Other Employee Performance Awards
	(In thousands)	
Remaining expense estimated to be recognized during 2012	$ 1,916	$ 2,128
Estimated contingent expense subsequent to 2012	2,020	46,559
Total estimated remaining expense over the term of the plan	$ 3,936	$ 48,687

Of the 18.8 million stock options and 1.2 million restricted stock units outstanding under our stock incentive plans, the following awards were outstanding pursuant to our performance-based stock incentive plans:

	As of June 30, 2012 Number of Awards	As of June 30, 2012 Weighted-Average Exercise Price
Performance-Based Stock Options		
2005 LTIP	3,217,500	$ 21.10
2008 LTIP	1,758,650	$ 10.77
Other employee performance awards	3,000,000	$ 21.16
Total	7,976,150	$ 18.84
Restricted Performance Units		
2005 LTIP	321,830	
2008 LTIP	10,750	
Other employee performance awards	865,000	
Total	1,197,580	

Stock-Based Compensation

During the six months ended June 30, 2012, we incurred $14 million of additional non-cash, stock-based compensation expense in connection with the 2012 Stock Option Adjustment discussed previously. This amount is included in the table below. Total non-cash, stock-based compensation expense for all of our employees is shown in the following table and was allocated to the same expense categories as the base compensation for such employees:

	For the Three Months Ended June 30, 2012	For the Three Months Ended June 30, 2011	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011
	(In thousands)			
Subscriber-related	$ 357	$ 340	$ 1,194	$ 1,317
General and administrative	6,660	3,378	29,005	17,578
Total non-cash, stock-based compensation	$ 7,017	$ 3,718	$ 30,199	$ 18,895

As of June 30, 2012, our total unrecognized compensation cost related to our non-performance based unvested stock awards was $26 million and includes compensation expense that we will recognize for EchoStar stock awards held by our employees as a result of the Spin-off. This cost is based on an estimated future forfeiture rate of approximately 3.8% per year and will be recognized over a weighted-average period of approximately two years. Share-based compensation expense is recognized based on stock awards ultimately expected to vest and is reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Changes in the estimated forfeiture rate can have a significant effect on share-based compensation expense since the effect of adjusting the rate is recognized in the period the forfeiture estimate is changed.

Valuation

The fair value of each stock option for the three and six months ended June 30, 2012 and 2011 was originally estimated at the date of the grant using a Black-Scholes option valuation model with the following assumptions:

Stock Options	For the Three Months Ended June 30, 2012	For the Three Months Ended June 30, 2011	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011
Risk-free interest rate	0.41% - 0.87%	1.76% - 3.18%	0.41% - 1.29%	1.76% - 3.18%
Volatility factor	33.15% - 38.87%	31.74% - 41.00%	33.15% - 39.34%	31.74% - 41.00%
Expected term of options in years	3.1 - 5.8	4.7 - 10.0	3.1 - 5.9	4.7 - 10.0
Weighted-average fair value of options granted	$6.72 - $10.72	$11.33 - $14.77	$6.72 - $12.69	$9.16 - $14.77

On December 1, 2011, we paid a $2.00 cash dividend per share on our outstanding Class A and Class B common stock. While we currently do not intend to declare additional dividends on our common stock, we may elect to do so from time to time. Accordingly, the dividend yield percentage used in the Black-Scholes option valuation model is set at zero for all periods. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded stock options which have no vesting restrictions and are fully transferable. Consequently, our estimate of fair value may differ from other valuation models. Further, the Black-Scholes option valuation model requires the input of highly subjective assumptions. Changes in the subjective input assumptions can materially affect the fair value estimate.

We will continue to evaluate the assumptions used to derive the estimated fair value of our stock options as new events or changes in circumstances become known.

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11. Commitments and Contingencies

Wireless Spectrum

In 2008, we paid $712 million to acquire certain 700 MHz wireless spectrum licenses, which were granted to us by the FCC in February 2009 subject to certain build-out requirements. To commercialize these licenses and satisfy the associated FCC build-out requirements, we will be required to make significant additional investments or partner with others to, among other things, finance the commercialization and build-out requirements of these licenses and our integration efforts including compliance with regulations applicable to these licenses. Depending on the nature and scope of such commercialization and build-out, any such investment or partnership could vary significantly, which may affect our future financial condition or results of operations. Part or all of these licenses may be terminated if the associated FCC build-out requirements are not satisfied. There can be no assurance that we will be able to develop and implement a business model that will realize a return on these investments and profitably deploy the spectrum represented by the 700 MHz licenses.

On March 2, 2012, the FCC approved the transfer of 40 MHz of 2 GHz wireless spectrum licenses held by DBSD North America and TerreStar to us. On March 9, 2012, we completed the DBSD Transaction and the TerreStar Transaction, pursuant to which we acquired, among other things, certain satellite assets and wireless spectrum licenses held by DBSD North America and TerreStar. The total consideration to acquire these assets was approximately $2.860 billion. This amount includes $1.364 billion for the DBSD Transaction, $1.382 billion for the TerreStar Transaction, and the net payment of $114 million to Sprint pursuant to the Sprint Settlement Agreement.

Our consolidated FCC applications for approval of the license transfers from DBSD North America and TerreStar were accompanied by requests for waiver of the FCC's MSS "integrated service" and spare satellite requirements and various technical provisions. The FCC denied our requests for waiver of the integrated service and spare satellite requirements. The FCC has not yet acted on the request for waiver of various technical provisions, and we cannot predict the outcome or timing of any action by the FCC with respect to that waiver request. Waiver of the integrated service requirement would have allowed us to offer single-mode terrestrial terminals to customers who do not desire satellite functionality. On March 21, 2012, the FCC released an NPRM that could result in the elimination of the integrated service and other requirements that attach to the 2 GHz licenses. Among other things, the FCC has proposed to modify our licenses to allow us to offer single-mode terrestrial terminals to customers who do not desire satellite functionality. The NPRM was published in the Federal Register on April 17, 2012. Initial comments on the NPRM were due on or before May 17, 2012, and reply comments were due on or before June 1, 2012. We submitted filings in the initial comment round and in the reply comment round. While the FCC has indicated its intent to complete the NPRM during 2012, we cannot predict the outcome or timing of the NPRM, including, without limitation, any associated build-out requirements with which we may need to comply to avail ourselves of any changes to the rules.

As a result of the completion of the DBSD Transaction and the TerreStar Transaction, we will likely be required to make significant additional investments or partner with others to, among other things, finance the commercialization and build-out requirements of these licenses and our integration efforts including compliance with regulations applicable to the acquired licenses. Depending on the nature and scope of such commercialization and build-out, any such investment or partnership could vary significantly. There can be no assurance that we will be able to develop and implement a business model that will realize a return on these spectrum investments or that we will be able to profitably deploy the assets represented by these spectrum investments, which may affect the carrying value of these assets and our future financial condition or results of operations.

Guarantees

In connection with the Spin-off, we distributed certain satellite lease agreements to EchoStar and remained the guarantor under those capital leases for payments totaling approximately $148 million over approximately the next three years.

In addition, during the third quarter 2009, EchoStar entered into a new satellite transponder service agreement for the Nimiq 5 satellite through 2024. We sublease this capacity from EchoStar and also guarantee a certain portion of its payment obligations under this agreement through 2019. As of June 30, 2012, the remaining payment obligations under this agreement that we guarantee are $470 million.

As of June 30, 2012, we have not recorded a liability on the balance sheet for any of these guarantees.

Contingencies

Separation Agreement

In connection with the Spin-off, we entered into a separation agreement with EchoStar that provides, among other things, for the division of certain liabilities, including liabilities resulting from litigation. Under the terms of the separation agreement, EchoStar has assumed certain liabilities that relate to its business including certain designated liabilities for acts or omissions that occurred prior to the Spin-off. Certain specific provisions govern intellectual property related claims under which, generally, EchoStar will only be liable for its acts or omissions following the Spin-off and we will indemnify EchoStar for any liabilities or damages resulting from intellectual property claims relating to the period prior to the Spin-off as well as our acts or omissions following the Spin-off.

Litigation

We are involved in a number of legal proceedings (including those described below) concerning matters arising in connection with the conduct of our business activities. Many of these proceedings are at preliminary stages, and many of these proceedings seek an indeterminate amount of damages. We regularly evaluate the status of the legal proceedings in which we are involved to assess whether a loss is probable or there is a reasonable possibility that a loss or an additional loss may have been incurred and to determine if accruals are appropriate. If accruals are not appropriate, we further evaluate each legal proceeding to assess whether an estimate of the possible loss or range of possible loss can be made.

For certain cases described on the following pages, management is unable to provide a meaningful estimate of the possible loss or range of possible loss because, among other reasons, (i) the proceedings are in various stages; (ii) damages have not been sought; (iii) damages are unsupported and/or exaggerated; (iv) there is uncertainty as to the outcome of pending appeals or motions; (v) there are significant factual issues to be resolved; and/or (vi) there are novel legal issues or unsettled legal theories to be presented or a large number of parties (as with many patent-related cases). For these cases, however, management does not believe, based on currently available information, that the outcomes of these proceedings will have a material adverse effect on our financial condition, though the outcomes could be material to our operating results for any particular period, depending, in part, upon the operating results for such period.

c4cast.com, Inc.

On May 7, 2012, c4cast.com, Inc. filed a complaint against us and our wholly-owned subsidiary, Blockbuster L.L.C., in the United States District Court for the Eastern District of Texas alleging infringement of United States Patent No. 7,958,204 (the "'204 patent"), which is entitled "Community-Selected Content." The '204 patent relates to systems, methods and techniques for providing resources to participants over an electronic network.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Channel Bundling Class Action

During 2007, a purported class of cable and satellite subscribers filed an antitrust action against our wholly-owned subsidiary, DISH Network L.L.C., in the United States District Court for the Central District of California. The suit also names as defendants DirecTV, Comcast, Cablevision, Cox, Charter, Time Warner, Inc., Time Warner Cable, NBC Universal, Viacom, Fox Entertainment Group and Walt Disney Company. The suit alleges, among other things, that the defendants engaged in a conspiracy to provide customers with access only to bundled channel offerings as opposed to giving customers the ability to purchase channels on an "a la carte" basis. On October 16, 2009, the District Court entered an order granting the defendants' motion to dismiss with prejudice. On June 3, 2011, the U.S. Court of Appeals for the Ninth Circuit affirmed the District Court's order. The plaintiff class sought rehearing en banc. On October 31, 2011, the Ninth Circuit issued an order vacating the previous June 3, 2011 order, directing that a 3-judge panel be reconstituted, and denying the plaintiff class' motion for rehearing. On March 30, 2012, the reconstituted panel of the Ninth Circuit again affirmed the District Court's order. On April 10, 2012, the plaintiff class again filed a petition for rehearing en banc, which was denied on May 4, 2012. On August 2, 2012, the plaintiff class filed a petition seeking review by the United States Supreme Court.

We intend to vigorously defend this case. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Cyberfone Systems, LLC (f/k/a LVL Patent Group, LLC)

On September 15, 2011, LVL Patent Group, LLC filed a complaint against our wholly-owned subsidiary, DISH Network L.L.C., as well as EchoStar, EchoStar Technologies L.L.C., a wholly-owned subsidiary of EchoStar, and DirecTV in the United States District Court for the District of Delaware alleging infringement of United States Patent No. 6,044,382, which is entitled "Data Transaction Assembly Server." DirecTV was dismissed from the case on January 4, 2012. On July 12, 2012, Cyberfone Systems, LLC (f/k/a LVL Patent Group, LLC) filed the operative second amended complaint making the same claim.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

ESPN

During 2008, our wholly-owned subsidiary, DISH Network L.L.C., filed a lawsuit against ESPN, Inc., ESPN Classic, Inc., ABC Cable Networks Group, Soapnet L.L.C. and International Family Entertainment (collectively, "ESPN") for breach of contract in New York State Supreme Court. Our complaint alleges that ESPN failed to provide us with certain high-definition feeds of the Disney Channel, ESPN News, Toon and ABC Family. In October 2011, the jury returned a verdict in favor of the defendants. We intend to appeal.

ESPN had asserted a counterclaim alleging that we owed approximately $35 million under the applicable affiliation agreements. On April 15, 2009, the New York State Supreme Court granted, in part, ESPN's motion for summary judgment on the counterclaim, finding that we are liable for some of the amount alleged to be owing but that the actual amount owing is disputed. On December 29, 2010, the New York State Supreme Court, Appellate Division, First Department affirmed the partial grant of ESPN's motion on the counterclaim. After the partial grant of ESPN's motion for summary judgment, ESPN sought an additional $30 million under the applicable affiliation agreements. On March 15, 2010, the New York State Supreme Court affirmed the prior grant of ESPN's motion and ruled that we owe the full amount of approximately $66 million under the applicable affiliation agreement. As of December 31, 2010, we had $42 million recorded as a "Litigation accrual" on our Condensed Consolidated Balance Sheets.

On June 21, 2011, the First Department affirmed the New York Supreme Court's ruling that we owe approximately $66 million under the applicable affiliation agreements and, on October 18, 2011, denied our motion for leave to appeal that decision to New York's highest court, the New York Court of Appeals. We sought leave to appeal directly to the New York Court of Appeals and, on January 10, 2012, the New York Court of Appeals dismissed our motion for leave on the ground that the ruling upon which we appealed does not fully resolve all claims in the action. As a result of the First Department's June 2011 ruling, during 2011, we recorded $24 million of "Litigation Expense" on our Consolidated Statements of Operations and Comprehensive Income (Loss). On February 6, 2012, ESPN filed a motion seeking $5 million in attorneys' fees as the prevailing party on both our claim and ESPN's counterclaim, which we have opposed. As a result, during the six months ended June 30, 2012, we recorded $5 million of "General and administrative expenses" and increased our "Litigation accrual" to a total of $71 million related to this case as of June 30, 2012. This reflects our estimated exposure for ESPN's counterclaim. We intend to vigorously prosecute and defend this case.

The Hopper Litigation

On May 24, 2012, our wholly-owned subsidiary, DISH Network L.L.C., filed a lawsuit in the United States District Court for the Southern District of New York against American Broadcasting Companies, Inc., CBS Corporation, Fox Entertainment Group, Inc., Fox Television Holdings, Inc., Fox Cable Network Services, L.L.C. and NBCUniversal Media, LLC. In the lawsuit, we are seeking a declaratory judgment that we are not infringing any defendant's copyright, or breaching any defendant's retransmission consent agreement, by virtue of the AutoHop™ feature, which works in conjunction with the PrimeTime Anytime™ feature, on our Hopper™ set-top boxes. The AutoHop feature allows a subscriber, at his or her option, to watch certain recordings the subscriber made with our PrimeTime Anytime feature, commercial-free, if played back the next day after the show's original airing. The PrimeTime Anytime feature allows a user of our Hopper set-top box, at his or her option, to record certain HD primetime programs airing on ABC, CBS, Fox, and/or NBC up to every night, and to store those recordings for up to eight days.

Later on May 24, 2012, (i) Fox Broadcasting Company, Twentieth Century Fox Film Corp. and Fox Television Holdings, Inc. filed a lawsuit against us and DISH Network L.L.C. in the United States District Court for the Central District of California, alleging that the PrimeTime Anytime feature, the AutoHop feature, as well as Sling place-shifting functionality infringe their copyrights and breach their retransmission consent agreements, (ii) NBC Studios LLC, Universal Network Television, LLC, Open 4 Business Productions LLC and NBCUniversal Media, LLC filed a lawsuit against us and DISH Network L.L.C. in the United States District Court for the Central District of California, alleging that the PrimeTime Anytime feature and the AutoHop feature infringe their copyrights, and (iii) CBS Broadcasting Inc., CBS Studios Inc. and Survivor Productions LLC filed a lawsuit against us and DISH Network L.L.C. in the United States District Court for the Central District of California, alleging that the PrimeTime Anytime feature and the AutoHop feature infringe their copyrights. The Central District of California matters have been assigned to a single judge.

On July 2, 2012, the Court in our action in the Southern District of New York heard our motion for an anti-suit injunction to enjoin prosecution of the networks' respective lawsuits in the Central District of California (so that all of the matters could be heard and determined in a single action in the Southern District of New York) and Fox's, NBC's and CBS's motions to dismiss our complaint. In an order dated July 9, 2012, the Court denied our motion, granted the Fox defendants' motion and granted, in part, the NBC and CBS defendants' respective motions to dismiss our complaint, such that only our contract-based claims against the NBC and CBS defendants will proceed in the New York action. Our claims against the ABC defendants were unaffected by the Court's order. ABC has filed a counterclaim against us in the New York action, alleging breach of contract and copyright infringement claims.

We intend to vigorously prosecute and defend our position in these cases. In the event that a court ultimately determines that we infringe the asserted copyrights, we may be subject to substantial damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. In addition, as a result of this litigation, we may not be able to renew certain of our retransmission consent agreements and other programming agreements on favorable terms or at all. If we are unable to renew these agreements, there can be no assurance that we would be able to obtain substitute programming, or that such substitute programming would be comparable in quality or cost to our existing programming. Loss of access to existing programming could have a material adverse effect on our business, financial condition and results of operations, including, among other things, our gross new subscriber activations and subscriber churn rate. We cannot predict with any degree of certainty the outcome of these suits or determine the extent of any potential liability or damages.

Norman IP Holdings, Inc.

On September 15, 2011, Norman IP Holdings, Inc. ("Norman") filed a patent infringement complaint against Brother International Corporation and Lexmark International Corporation in the United States District Court for the Eastern District of Texas alleging infringement of U.S. Patent No. 5,592,555 (the "'555 patent") and U.S. Patent No. 5,502,689 (the "'689 patent"). On December 9, 2011, Norman filed a first amended complaint that added Ricoh Americas Corporation and dropped Brother International Corporation as a defendant. On January 27, 2012, Norman filed a second amended complaint that added us as a defendant, in addition to adding Belkin International, Inc., BMW of North America LLC, Daimler North America Corporation, Mercedes-Benz USA, LLC, D-Link Systems, Inc., Ford Motor Company, Garmin International, Inc., Garmin USA, Inc., General Electric Company, General Motors Company, JVC Americas Corporation, Novatel Wireless, Inc., Novatel Wireless Solutions, Inc., Novatel Wireless Technology, Inc., TomTom, Inc., ViewSonic Corporation, Vizio, Inc., Volkswagen Group of America, Inc., Xerox Corporation, ZTE USA, Inc., and ZTE Solutions, Inc. The '555 patent relates to a wireless communications privacy method and system and the '689 patent relates to a clock generator capable of shut-down mode and clock generation method. Norman is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe any of the asserted patents, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

NorthPoint Technology, Ltd.

On July 2, 2009, NorthPoint Technology, Ltd. ("NorthPoint") filed suit against us, EchoStar and DirecTV in the United States District Court for the Western District of Texas alleging infringement of United States Patent No. 6,208,636 (the "'636 patent"). The '636 patent relates to the use of multiple low-noise block converter feedhorns, or LNBFs, which are antennas used for satellite reception. On April 21, 2011, the U.S. Patent and Trademark Office issued an order granting reexamination of the '636 patent. On June 21, 2011, the District Court entered summary judgment in our favor, finding that all asserted claims of the '636 patent are invalid. NorthPoint appealed and, on May 11, 2012, the United States Court of Appeals for the Federal Circuit affirmed the District Court's judgment.

We cannot predict with certainty whether NorthPoint will seek further appeal or the outcome of any appeal or extent of any potential liability or damages if they are successful on appeal. If they do appeal, we intend to vigorously defend this case. In the event that an appeal were successful and a court ultimately determined that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers.

Olympic Developments AG, LLC

On January 20, 2011, Olympic Developments AG, LLC ("Olympic") filed suit against our wholly-owned subsidiary, DISH Network L.L.C., Atlantic Broadband, Inc., Bright House Networks, LLC, Cable One, Inc., Cequel Communications Holdings I, LLC, CSC Holdings, LLC, GCI Communication Corp., Insight Communications Company, Inc., Knology, Inc., Mediacom Communications Corporation and RCN Telecom Services, LLC in the United States District Court for the Central District of California alleging infringement of United States Patent Nos. 5,475,585 and 6,246,400. The patents relate to on-demand services. Olympic is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein. On June 13, 2011, the case was transferred to the Northern District of California. On November 4, 2011, the case was stayed pending reexamination by the U.S. Patent and Trademark Office.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patents, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Personalized Media Communications, Inc.

During 2008, Personalized Media Communications, Inc. ("PMC") filed suit against us, EchoStar and Motorola Inc. in the United States District Court for the Eastern District of Texas alleging infringement of United States Patent Nos. 5,109,414, 4,965,825, 5,233,654, 5,335,277, and 5,887,243, which relate to satellite signal processing. PMC is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein. Subsequently, Motorola Inc. settled with PMC, leaving EchoStar and us as defendants. On July 18, 2012, pursuant to a Court order, PMC filed a Second Amended Complaint that added Rovi Guides, Inc. (f/k/a/ Gemstar-TV Guide International, Inc.) and TVG-PMC, Inc. (collectively, "Gemstar") as a party, and added a new claim against all defendants seeking a declaratory judgment as to the scope of Gemstar's license to the patents in suit, under which we and EchoStar are sublicensees. The Court has stayed all deadlines in the case (trial had been set for August 20, 2012) pending entry of a new Docket Control Order.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe any of the asserted patents, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Premier International Associates, LLC

On August 3, 2012, Premier International Associates, LLC ("Premier International Associates") filed a complaint against us, our wholly-owned subsidiaries DISH DBS and DISH Network L.L.C., and EchoStar and its wholly-owned subsidiary EchoStar Technologies L.L.C., in the United States District Court for the Northern District of Illinois alleging infringement of United States Patent No. 6,243,725 (the "'725 patent"), which is entitled "List Building System." The '725 patent relates to a system for building an inventory of audio/visual works. Premier International Associates is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Preservation Technologies, LLC

In December 2011, Preservation Technologies, LLC ("Preservation Technologies") filed suit against us in the United States District Court for the Central District of California. In the Operative Fifth Amended Complaint, filed on May 24, 2012, Preservation Technologies also names Netflix, Inc., Facebook, Inc., Hulu, LLC, AT&T Services, Inc., Cox Communications, Inc., Time Warner Cable, Inc., The Walt Disney Company, American Broadcasting Companies, Inc. and Yahoo! Inc. as defendants. Preservation Technologies alleges that our BLOCKBUSTER On Demand, DISH branded pay-TV and DISH Online services infringe U.S. Patent Nos. 5,813,014, 5,832,499, 6,092,080, 6,353,831, 6,574,638, 6,199,060, 5,832,495, 6,549,911, 6,212,527 and 6,477,537. The patents relate to digital libraries, the management of multimedia assets, and the cataloging of multimedia data. Preservation Technologies is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein. Time Warner Cable Inc. was dismissed from the case on July 19, 2012.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patents, we may be subject to substantial damages, which may include treble damages, and/or an an

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injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Ronald A. Katz Technology Licensing, L.P.

During 2007, Ronald A. Katz Technology Licensing, L.P. ("Katz") filed a patent infringement action against our wholly-owned subsidiary, DISH Network L.L.C., in the United States District Court for the Northern District of California. The suit alleges infringement of 19 patents owned by Katz. The patents relate to interactive voice response, or IVR, technology. The case has been transferred and consolidated for pretrial purposes in the United States District Court for the Central District of California by order of the Judicial Panel on Multidistrict Litigation. Only four patents remain in the case against us, one of which is subject to a reexamination request before the U.S. Patent and Trademark Office, which was filed on February 13, 2012.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe any of the asserted patents, we may be subject to substantial damages, which may include treble damages and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Technology Development and Licensing L.L.C.

On January 22, 2009, Technology Development and Licensing L.L.C. ("TDL") filed suit against us and EchoStar in the United States District Court for the Northern District of Illinois alleging infringement of United States Patent No. Re. 35,952, which relates to certain favorite channel features. TDL is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein. In July 2009, the Court granted our motion to stay the case pending two reexamination petitions before the U.S. Patent and Trademark Office.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

TQP Development, LLC

On April 4, 2012, TQP Development, LLC ("TQP Development") filed suit against our wholly-owned subsidiary, DISH Network L.L.C., in the United States District Court for the Eastern District of Texas alleging infringement of United States Patent No. 5,412,730 titled "Encrypted Data Transmission System Employing Means for Randomly Altering the Encryption Keys." TQP Development is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Tse

On May 30, 2012, Ho Keung Tse filed a complaint against our wholly-owned subsidiary, Blockbuster L.L.C., in the United States District Court for the Eastern District of Texas alleging infringement of United States Patent No. 6,665,797, which is entitled "Protection of Software Again [sic] Against Unauthorized Use." Mr. Tse is the named inventor on the patent. On the same day that he sued Blockbuster, Mr. Tse filed a separate action in the same court alleging infringement of the same patent against Google, Samsung and HTC. He also has earlier-filed litigation on the same patent pending in the United States District Court for the Northern District of California against Sony Connect, Inc., Napster, Inc., Apple Computer, Inc., Realnetworks, Inc., and MusicMatch, Inc.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Vigilos, LLC

On February 23, 2011, Vigilos, LLC ("Vigilos") filed suit against EchoStar, two EchoStar subsidiaries, Sling Media, Inc. and EchoStar Technologies L.L.C., and Monsoon Multimedia, Inc. in the U.S. District Court for the Eastern District of Texas alleging infringement of U.S. Patent No. 6,839,731, which is entitled "System and Method for Providing Data Communication in a Device Network." Subsequently in 2011, Vigilos added DISH Network L.L.C., our wholly-owned subsidiary, as a defendant in its First Amended Complaint and the case was transferred to the Northern District of California. Later in 2011, Vigilos filed a Second Amended Complaint that added claims for infringement of a second patent, U.S. Patent No. 7,370,074, which is entitled "System and Method for Implementing Open-Protocol Remote Device Control." Vigilos is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patents, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Voom HD Holdings

In January 2008, Voom HD Holdings ("Voom") filed a lawsuit against our wholly-owned subsidiary, DISH Network L.L.C., in New York Supreme Court, alleging breach of contract and other claims arising from our termination of the affiliation agreement governing carriage of certain Voom HD channels on the DISH branded pay-TV service. At that time, Voom also sought a preliminary injunction to prevent us from terminating the agreement. The Court denied Voom's request, finding, among other things, that Voom had not demonstrated that it was likely to prevail on the merits. In April 2010, we and Voom each filed motions for summary judgment. Voom later filed two motions seeking discovery sanctions. On November 9, 2010, the Court issued a decision denying both motions for summary judgment, but granting Voom's motions for discovery sanctions. The Court's decision provides for an adverse inference jury instruction at trial and precludes our damages expert from testifying at trial. We appealed the grant of Voom's motion for discovery sanctions to the New York State Supreme Court, Appellate Division, First Department. On January 31, 2012, the appellate court affirmed the order imposing discovery sanctions and precluding our damages expert from testifying at trial. We sought leave to appeal to New York's highest state court, the Court of Appeals, but that motion was denied on April 26, 2012. The trial date has been set for September 18, 2012. Voom is claiming over $2.5 billion in damages. We intend to vigorously defend this case. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Other

In addition to the above actions, we are subject to various other legal proceedings and claims which arise in the ordinary course of business, including, among other things, disputes with programmers regarding fees. In our opinion, the amount of ultimate liability with respect to any of these actions is unlikely to materially affect our financial position, results of operations or liquidity, though the outcomes could be material to our operating results for any particular period, depending, in part, upon the operating results for such period.

12. Segment Reporting

Operating segments are components of an enterprise for which separate financial information is available and regularly evaluated by the chief operating decision maker(s) of an enterprise. Under this definition, we operated three primary segments during the six months ended June 30, 2012.

- ***DISH.*** The DISH branded pay-TV service had 14.061 million subscribers in the United States as of June 30, 2012. The DISH branded pay-TV service consists of FCC licenses authorizing us to use DBS and FSS spectrum, our owned and leased satellites, receiver systems, third-party broadcast operations, customer service facilities, a third-party leased fiber network, in-home service and call center operations, and certain other assets utilized in our operations.

- ***Blockbuster.*** On April 26, 2011, we completed the Blockbuster Acquisition. The financial results of our Blockbuster operations are included in our financial results beginning April 26, 2011. Blockbuster primarily offers movies and video games for sale and rental through multiple distribution channels such as retail stores, by-mail, digital devices, the blockbuster.com website and the BLOCKBUSTER On Demand® service.

- ***Wireless Spectrum.*** In 2008, we paid $712 million to acquire certain 700 MHz wireless spectrum licenses, which were granted to us by the FCC in February 2009 subject to certain build-out requirements. On March 9, 2012, we completed the DBSD Transaction and the TerreStar Transaction, pursuant to which we acquired, among other things, 40 MHz of 2 GHz wireless spectrum licenses held by DBSD North America and TerreStar. The financial results of DBSD North America and TerreStar were included in our financial results as of March 9, 2012. The total consideration to acquire these assets was approximately $2.860 billion. This amount includes $1.364 billion for the DBSD Transaction, $1.382 billion for the TerreStar Transaction, and the net payment of $114 million to Sprint pursuant to the Sprint Settlement Agreement. See Note 8 for further information.

  We currently generate an immaterial amount of revenue and incur operating expenses associated with certain satellite operations and regulatory compliance from our wireless spectrum assets. As we review our options for the commercialization of this wireless spectrum, we may incur significant additional expenses and may have to make significant investments related to, among other things, research and development, wireless testing and construction of a wireless network.

  On March 21, 2012, the FCC released an NPRM that could result in the elimination of the MSS "integrated service" and other requirements that attach to the 2 GHz licenses. Among other things, the FCC has proposed to modify our licenses to allow us to offer single-mode terrestrial terminals to customers who do not desire satellite functionality. We submitted filings in the initial comment round and in the reply comment round. We cannot predict the outcome or timing of the NPRM, including, without limitation, any associated build-out requirements with which we may need to comply to avail ourselves of any changes to the rules. See Note 11 for further information.

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The total assets, revenue and operating income by segment are as follows:

	As of June 30, 2012	As of December 31, 2011
	(In thousands)	
Total assets:		
DISH (1)	$ 10,965,190	$ 11,104,003
Blockbuster	405,608	453,661
Wireless Spectrum (1)	3,922,914	—
Eliminations	(772,549)	(87,433)
Total assets	$ 14,521,163	$ 11,470,231

	For the Three Months Ended June 30, 2012	For the Three Months Ended June 30, 2011	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011
	(In thousands)			
Revenue:				
DISH	$ 3,324,099	$ 3,336,208	$ 6,577,021	$ 6,560,269
Blockbuster	253,312	253,953	587,303	253,953
Wireless Spectrum	296	—	329	70
Eliminations	(5,941)	—	(11,018)	—
Total revenue	$ 3,571,766	$ 3,590,161	$ 7,153,635	$ 6,814,292
Operating income (loss):				
DISH	$ 499,373	$ 707,377	$ 1,065,918	$ 1,690,660
Blockbuster	(13,333)	10,405	624	10,405
Wireless Spectrum	(17,688)	—	(25,779)	70
Total operating income (loss)	$ 468,352	$ 717,782	$ 1,040,763	$ 1,701,135

(1) The decrease in DISH total assets resulted from the reclassification of assets to the wireless spectrum segment.

Geographic Information. Revenues are attributed to geographic regions based upon the location where the products are delivered and services are provided. The following table summarizes revenue attributed to the United States and other foreign locations.

	For the Three Months Ended June 30, 2012	For the Three Months Ended June 30, 2011	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011
	(In thousands)			
Revenue:				
United States	$ 3,453,353	$ 3,486,303	$ 6,909,992	$ 6,710,434
United Kingdom	69,523	63,660	140,234	63,660
Mexico	35,383	28,030	76,689	28,030
Other	13,507	12,168	26,720	12,168
Total revenue	$ 3,571,766	$ 3,590,161	$ 7,153,635	$ 6,814,292

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13. Related Party Transactions

Related Party Transactions with EchoStar

Following the Spin-off, EchoStar has operated as a separate public company, and we have no continued ownership interest in EchoStar. However, a substantial majority of the voting power of the shares of both companies is owned beneficially by Charles W. Ergen, our Chairman, or by certain trusts established by Mr. Ergen for the benefit of his family.

EchoStar is our primary supplier of set-top boxes and digital broadcast operations and our key supplier of transponder capacity. Generally, the amounts we pay EchoStar for products and services are based on pricing equal to EchoStar's cost plus a fixed margin (unless noted differently below), which will vary depending on the nature of the products and services provided.

Since the Spin-off, we and EchoStar have entered into certain agreements pursuant to which we obtain certain products, services and rights from EchoStar; EchoStar obtains certain products, services and rights from us; and we and EchoStar have indemnified each other against certain liabilities arising from our respective businesses. We also may enter into additional agreements with EchoStar in the future. The following is a summary of the terms of our principal agreements with EchoStar that may have an impact on our financial position and results of operations.

"Equipment sales - EchoStar"

Remanufactured Receiver Agreement. We entered into a remanufactured receiver agreement with EchoStar pursuant to which EchoStar has the right, but not the obligation, to purchase remanufactured receivers and accessories from us at cost plus a fixed margin, which varies depending on the nature of the equipment purchased. In November 2011, we and EchoStar extended this agreement until December 31, 2012. EchoStar may terminate the remanufactured receiver agreement for any reason upon at least 60 days notice to us. We may also terminate this agreement if certain entities acquire us.

"Services and other revenue - EchoStar"

Professional Services Agreement. Prior to 2010, in connection with the Spin-off, we entered into various agreements with EchoStar including the Transition Services Agreement, Satellite Procurement Agreement and Services Agreement, which all expired on January 1, 2010 and were replaced by a Professional Services Agreement. During 2009, we and EchoStar agreed that EchoStar shall continue to have the right, but not the obligation, to receive the following services from us, among others, certain of which were previously provided under the Transition Services Agreement: information technology, travel and event coordination, internal audit, legal, accounting and tax, benefits administration, program acquisition services and other support services. Additionally, we and EchoStar agreed that we shall continue to have the right, but not the obligation, to engage EchoStar to manage the process of procuring new satellite capacity for us (previously provided under the Satellite Procurement Agreement) and receive logistics, procurement and quality assurance services from EchoStar (previously provided under the Services Agreement). The Professional Services Agreement automatically renewed on January 1, 2012 for an additional one-year period until January 1, 2013 and renews automatically for successive one-year periods thereafter, unless terminated earlier by either party upon at least 60 days notice. However, either party may terminate the Professional Services Agreement in part with respect to any particular service it receives for any reason upon at least 30 days notice.

Management Services Agreement. We have a Management Services Agreement with EchoStar pursuant to which we make certain of our officers available to provide services (which are primarily legal and accounting services) to EchoStar. Specifically, Paul W. Orban remains employed by us, but also served as EchoStar's Senior Vice President and Controller through April 2012. In addition, R. Stanton Dodge remains employed by us, but also served as EchoStar's Executive Vice President, General Counsel and Secretary through November 2011. EchoStar makes payments to us based upon an allocable portion of the personnel costs and expenses incurred by us with respect to such officers (taking into account wages and fringe benefits). These allocations are based upon the estimated percentages of time to be spent by our executive officers performing services for EchoStar under the Management Services Agreement. EchoStar also reimburses us for direct out-of-pocket costs incurred by us for management services provided to EchoStar. We and EchoStar evaluate all charges for reasonableness at least annually and make any adjustments to these charges as we and EchoStar mutually agree upon.

The Management Services Agreement automatically renewed on January 1, 2012 for an additional one-year period until January 1, 2013 and renews automatically for successive one-year periods thereafter, unless terminated earlier: (i) by EchoStar at any time upon at least 30 days notice; (ii) by us at the end of any renewal term, upon at least 180 days notice; or (iii) by us upon notice to EchoStar, following certain changes in control.

Satellite Capacity Leased to EchoStar. During 2009, we entered into a satellite capacity agreement pursuant to which EchoStar leases certain satellite capacity from us on EchoStar I. The fee for the services provided under this satellite capacity agreement depends, among other things, upon the orbital location of the satellite and the length of the lease. The lease generally terminates upon the earlier of: (i) the end of life or replacement of the satellite (unless EchoStar determines to renew on a year-to-year basis); (ii) the date the satellite fails; (iii) the date the transponder on which service is being provided fails; or (iv) a certain date, which depends, among other things, upon the estimated useful life of the satellite, whether the replacement satellite fails at launch or in orbit prior to being placed into service, and the exercise of certain renewal options. EchoStar generally has the option to renew this lease on a year-to-year basis through the end of the satellite's life. There can be no assurance that any options to renew this agreement will be exercised.

Real Estate Lease Agreement . During 2008, we entered into a sublease for space at 185 Varick Street, New York, New York to EchoStar for a period of approximately seven years. The rent on a per square foot basis for this sublease was comparable to per square foot rental rates of similar commercial property in the same geographic area at the time of the sublease, and EchoStar is responsible for its portion of the taxes, insurance, utilities and maintenance of the premises.

"Satellite and transmission expenses — EchoStar"

Broadcast Agreement. In connection with the Spin-off, we and EchoStar entered into a broadcast agreement pursuant to which EchoStar provided certain broadcast services to us, including teleport services such as transmission and downlinking, channel origination services, and channel management services for a period ending on January 1, 2012 (the "Prior Broadcast Agreement"). We had the ability to terminate channel origination services and channel management services for any reason and without any liability upon at least 60 days notice to EchoStar. If we terminated teleport services for a reason other than EchoStar's breach, we were obligated to pay EchoStar the aggregate amount of the remainder of the expected cost of providing the teleport services. The fees for the services provided under the Prior Broadcast Agreement were calculated at cost plus a fixed margin, which varied depending on the nature of the products and services provided.

Effective January 1, 2012, we and EchoStar entered into a new broadcast agreement (the "2012 Broadcast Agreement") pursuant to which EchoStar will continue to provide broadcast services to us, for the period from January 1, 2012 to December 31, 2016. The material terms of the 2012 Broadcast Agreement are substantially the same as the material terms of the Prior Broadcast Agreement, except that: (i) the fees for services provided under the 2012 Broadcast Agreement are calculated at either: (a) EchoStar's cost of providing the relevant service plus a fixed dollar fee, which is subject to certain adjustments; or (b) EchoStar's cost of providing the relevant service plus a fixed margin, which will depend on the nature of the services provided; and (ii) if we terminate the teleport services provided under the 2012 Broadcast Agreement for a reason other than EchoStar's breach, we are generally obligated to reimburse EchoStar for any direct costs EchoStar incurs related to any such termination that it cannot reasonably mitigate.

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Broadcast Agreement for Certain Sports Related Programming. During May 2010, we and EchoStar entered into a broadcast agreement pursuant to which EchoStar provides certain broadcast services to us in connection with our carriage of certain sports related programming. The term of this agreement is for ten years. If we terminate this agreement for a reason other than EchoStar's breach, we are generally obligated to reimburse EchoStar for any direct costs EchoStar incurs related to any such termination that it cannot reasonably mitigate. The fees for the broadcast services provided under this agreement depend, among other things, upon the cost to develop and provide such services.

Satellite Capacity Leased from EchoStar. Since the Spin-off, we have entered into certain satellite capacity agreements pursuant to which we lease certain satellite capacity on certain satellites owned or leased by EchoStar. The fees for the services provided under these satellite capacity agreements depend, among other things, upon the orbital location of the applicable satellite and the length of the lease. The term of each lease is set forth below:

EchoStar VI, VIII and XII. We lease certain satellite capacity from EchoStar on EchoStar VI, VIII and XII. The leases generally terminate upon the earlier of: (i) the end of life or replacement of the satellite (unless we determine to renew on a year-to-year basis); (ii) the date the satellite fails; (iii) the date the transponders on which service is being provided fails; or (iv) a certain date, which depends upon, among other things, the estimated useful life of the satellite, whether the replacement satellite fails at launch or in orbit prior to being placed into service and the exercise of certain renewal options. We generally have the option to renew each lease on a year-to-year basis through the end of the respective satellite's life. There can be no assurance that any options to renew such agreements will be exercised.

EchoStar IX . We lease certain satellite capacity from EchoStar on EchoStar IX. Subject to availability, we generally have the right to continue to lease satellite capacity from EchoStar on EchoStar IX on a month-to-month basis.

EchoStar XVI. We will lease certain satellite capacity from EchoStar on EchoStar XVI after its service commencement date and this lease generally terminates upon the earlier of: (i) the end of life or replacement of the satellite; (ii) the date the satellite fails; (iii) the date the transponder(s) on which service is being provided under the agreement fails; or (iv) ten years following the actual service commencement date. Upon expiration of the initial term, we have the option to renew on a year-to-year basis through the end of life of the satellite. There can be no assurance that any options to renew this agreement will be exercised. EchoStar XVI is expected to be launched during the second half of 2012.

EchoStar XV. EchoStar XV is owned by us and is operated at the 61.5 degree orbital location. The FCC has granted EchoStar an authorization to operate the satellite at the 61.5 degree orbital location. For so long as EchoStar XV remains in service at the 61.5 degree orbital location, we are obligated to pay EchoStar a fee, which varies depending on the number of frequencies being used by EchoStar XV.

Nimiq 5 Agreement . During 2009, EchoStar entered into a fifteen-year satellite service agreement with Telesat Canada ("Telesat") to receive service on all 32 DBS transponders on the Nimiq 5 satellite at the 72.7 degree orbital location (the "Telesat Transponder Agreement"). During 2009, EchoStar also entered into a satellite service agreement (the "DISH Nimiq 5 Agreement") with us, pursuant to which we currently receive service from EchoStar on all 32 of the DBS transponders covered by the Telesat Transponder Agreement. We have also guaranteed certain obligations of EchoStar under the Telesat Transponder Agreement. See discussion under "Guarantees" in Note 11.

Under the terms of the DISH Nimiq 5 Agreement, we make certain monthly payments to EchoStar that commenced in September 2009 when the Nimiq 5 satellite was placed into service and continue through the service term. Unless earlier terminated under the terms and conditions of the DISH Nimiq 5 Agreement, the service term will expire ten years following the date it was placed into service. Upon expiration of the initial term we have the option to renew the DISH Nimiq 5 Agreement on a year-to-year basis through the end of life of the Nimiq 5 satellite. Upon in-orbit failure or end of life of the Nimiq 5 satellite, and in certain other circumstances, we have certain rights to receive service from EchoStar on a replacement satellite. There can be no assurance that any options to renew the DISH Nimiq 5 Agreement will be exercised or that we will exercise our option to receive service on a replacement satellite.

QuetzSat-1 Lease Agreement. During 2008, EchoStar entered into a ten-year satellite service agreement with SES Latin America S.A. ("SES"), which provides, among other things, for the provision by SES to EchoStar of service on 32 DBS transponders on the QuetzSat-1 satellite. During 2008, EchoStar also entered into a transponder service agreement ("QuetzSat-1 Transponder Agreement") with us pursuant to which we will receive service from EchoStar on 24 of the DBS transponders. The QuetzSat-1 Transponder Agreement will be accounted for as an operating lease. QuetzSat-1 was launched on September 29, 2011 and was placed into service during the fourth quarter 2011 at the 67.1 degree orbital location while we and EchoStar explore alternative uses for the QuetzSat-1 satellite. In the interim, EchoStar is providing us with alternate capacity at the 77 degree orbital location.

Under the terms of the QuetzSat-1 Transponder Agreement, we will make certain monthly payments to EchoStar commencing when the QuetzSat-1 satellite is placed into service at the 77 degree orbital location and continuing through the remainder of the service term. Unless earlier terminated under the terms and conditions of the QuetzSat-1 Transponder Agreement, the initial service term will expire in November 2021. Upon expiration of the initial term, we have the option to renew the QuetzSat-1 Transponder Agreement on a year-to-year basis through the end of life of the QuetzSat-1 satellite. Upon an in-orbit failure or end of life of the QuetzSat-1 satellite, and in certain other circumstances, we have certain rights to receive service from EchoStar on a replacement satellite. There can be no assurance that any options to renew the QuetzSat-1 Transponder Agreement will be exercised or that we will exercise our option to receive service on a replacement satellite.

TT&C Agreement. In connection with the Spin-off, w e entered into a telemetry, tracking and control ("TT&C") agreement pursuant to which we received TT&C services from EchoStar for a period ending on January 1, 2012 (the "Prior TT&C Agreement"). The fees for services provided under the Prior TT&C Agreement were calculated at cost plus a fixed margin. We were able to terminate the Prior TT&C Agreement for any reason upon 60 days notice.

Effective January 1, 2012, we entered into a TT&C agreement pursuant to which we will continue to receive TT&C services from EchoStar for a period ending on December 31, 2016 (the "2012 TT&C Agreement"). The material terms of the 2012 TT&C Agreement are substantially the same as the material terms of the Prior TT&C Agreement, except that the fees for services provided under the 2012 TT&C Agreement are calculated at either: (i) a fixed fee; or (ii) cost plus a fixed margin, which will vary depending on the nature of the services provided.

DBSD North America Agreement. On March 9, 2012, we completed the DBSD Transaction. During the second quarter 2011, EchoStar acquired Hughes Communications, Inc. ("Hughes"). Prior to our acquisition of DBSD North America and EchoStar's acquisition of Hughes, DBSD North America and Hughes Network Systems, LLC ("HNS"), a wholly-owned subsidiary of Hughes, entered into an agreement pursuant to which HNS provides, among other things, hosting, operations and maintenance services for DBSD North America's satellite gateway and associated ground infrastructure. This agreement was renewed for a one year period ending on February 15, 2013, and renews for four successive one-year periods unless terminated by DBSD North America upon at least 30 days notice prior to the expiration of any renewal term.

TerreStar Agreement . On March 9, 2012, we completed the TerreStar Transaction. Prior to our acquisition of substantially all the assets of TerreStar and EchoStar's acquisition of Hughes, TerreStar and HNS entered into various agreements pursuant to which HNS provides, among other things, hosting, operations and maintenance services for TerreStar's satellite gateway and associated ground infrastructure. These agreements generally may be terminated by us at any time for convenience.

RUS Implementation Agreement. In September 2010, DISH Broadband L.L.C. ("DISH Broadband"), our wholly-owned subsidiary, was selected by the Rural Utilities Service ("RUS") of the United States Department of

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Agriculture to receive up to approximately $14 million in broadband stimulus grant funds (the "Grant Funds"). Effective November 2011, DISH Broadband and Hughes entered into a RUS Implementation Agreement (the "RUS Agreement") pursuant to which Hughes provides certain portions of the equipment and broadband service used to implement our RUS program. The initial term of the RUS Agreement shall continue until the earlier of: (i) September 24, 2013; or (ii) the date that the Grant Funds have been exhausted. In addition, DISH Broadband may terminate the RUS Agreement for convenience upon 45 days' prior written notice to Hughes.

"Cost of sales — subscriber promotion subsidies — EchoStar"

Receiver Agreement. EchoStar is currently our sole supplier of set-top box receivers. The table below indicates the dollar value of set-top boxes and other equipment that we purchased from EchoStar as well as the amount of purchases that are included in "Cost of sales — subscriber promotion subsidies — EchoStar" on our Condensed Consolidated Statements of Operations and Comprehensive Income (Loss). The remaining amount is included in "Inventory" and "Property and equipment, net" on our Condensed Consolidated Balance Sheets.

Purchases from EchoStar	For the Three Months Ended June 30, 2012	For the Three Months Ended June 30, 2011	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011
	(In thousands)			
Set-top boxes and other equipment	$ 254,350	$ 270,629	$ 491,715	$ 542,755
Set-top boxes and other equipment included in "Cost of sales — subscriber promotion subsidies — EchoStar"	$ 51,580	$ 62,868	$ 133,854	$ 117,294

In connection with the Spin-off, we and EchoStar entered into a receiver agreement pursuant to which we had the right, but not the obligation, to purchase digital set-top boxes and related accessories, and other equipment from EchoStar for a period ending on January 1, 2012 (the "Prior Receiver Agreement"). The Prior Receiver Agreement allowed us to purchase digital set-top boxes, related accessories and other equipment from EchoStar at cost plus a fixed percentage margin, which varied depending on the nature of the equipment purchased. Additionally, EchoStar provided us with standard manufacturer warranties for the goods sold under the Prior Receiver Agreement. We were able to terminate the Prior Receiver Agreement for any reason upon at least 60 days notice to EchoStar. EchoStar was able to terminate the Prior Receiver Agreement if certain entities were to acquire us. The Prior Receiver Agreement also included an indemnification provision, whereby the parties indemnified each other for certain intellectual property matters.

Effective January 1, 2012, we and EchoStar entered into a new agreement (the "2012 Receiver Agreement") pursuant to which we continue to have the right, but not the obligation, to purchase digital set-top boxes, related accessories, and other equipment from EchoStar for the period from January 1, 2012 to December 31, 2014. We have an option, but not the obligation, to extend the 2012 Receiver Agreement for one additional year upon 180 days notice prior to the end of the term. The material terms of the 2012 Receiver Agreement are substantially the same as the material terms of the Prior Receiver Agreement, except that the 2012 Receiver Agreement allows us to purchase digital set-top boxes, related accessories and other equipment from EchoStar either: (i) at a cost (decreasing as EchoStar reduces costs and increasing as costs increase) plus a dollar mark-up which will depend upon the cost of the product subject to a collar on EchoStar's mark-up; or (ii) at cost plus a fixed margin, which will depend on the nature of the equipment purchased. Under the 2012 Receiver Agreement, EchoStar's margins will be increased if they are able to reduce the costs of their digital set-top boxes and their margins will be reduced if these costs increase.

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"General and administrative expenses — EchoStar"

Product Support Agreement. In connection with the Spin-off, we entered into a product support agreement pursuant to which we have the right, but not the obligation, to receive product support from EchoStar (including certain engineering and technical support services) for all set-top boxes and related accessories that EchoStar has previously sold and in the future may sell to us. The fees for the services provided under the product support agreement are calculated at cost plus a fixed margin, which varies depending on the nature of the services provided. The term of the product support agreement is the economic life of such receivers and related accessories, unless terminated earlier. We may terminate the product support agreement for any reason upon at least 60 days notice. In the event of an early termination of this agreement, we are entitled to a refund of any unearned fees paid to EchoStar for the services.

Real Estate Lease Agreements. We have entered into lease agreements pursuant to which we lease certain real estate from EchoStar. The rent on a per square foot basis for each of the leases is comparable to per square foot rental rates of similar commercial property in the same geographic area, and EchoStar is responsible for its portion of the taxes, insurance, utilities and maintenance of the premises. The term of each of the leases is set forth below:

- *Inverness Lease Agreement.* The lease for certain space at 90 Inverness Circle East in Englewood, Colorado is for a period ending on December 31, 2016. This agreement can be terminated by either party upon six months prior notice.

- *Meridian Lease Agreement.* The lease for all of 9601 S. Meridian Blvd. in Englewood, Colorado is for a period ending on December 31, 2016.

- *Santa Fe Lease Agreement.* The lease for all of 5701 S. Santa Fe Dr. in Littleton, Colorado is for a period ending on December 31, 2016 with a renewal option for one additional year.

- *EchoStar Data Networks Sublease Agreement* . The sublease for certain space at 211 Perimeter Center in Atlanta, Georgia is for a period ending on October 31, 2016.

- *Gilbert Lease Agreement.* The lease for certain space at 801 N. DISH Dr. in Gilbert, Arizona is a month-to-month lease and can be terminated by either party upon 30 days prior notice.

- *Cheyenne Lease Agreement.* The lease for certain space at 530 EchoStar Drive in Cheyenne, Wyoming is for a period ending on December 31, 2031.

DISHOnline.com Services Agreement. Effective January 1, 2010, we entered into a two-year agreement with EchoStar pursuant to which we will receive certain services associated with an online video portal. The fees for the services provided under this services agreement depend, among other things, upon the cost to develop and operate such services. We have the option to renew this agreement for three successive one year terms and the agreement may be terminated for any reason upon at least 120 days notice to EchoStar. In November 2011, we exercised our right to renew this agreement for a one-year period ending on December 31, 2012.

DISH Remote Access Services Agreement. Effective February 23, 2010, we entered into an agreement with EchoStar pursuant to which we will receive, among other things, certain remote DVR management services. The fees for the services provided under this services agreement depend, among other things, upon the cost to develop and operate such services. This agreement has a term of five years with automatic renewal for successive one year terms and may be terminated for any reason upon at least 120 days notice to EchoStar.

SlingService Services Agreement. Effective February 23, 2010, we entered into an agreement with EchoStar pursuant to which we will receive certain place-shifting services. The fees for the services provided under this services agreement depend, among other things, upon the cost to develop and operate such services. This agreement has a term of five years with automatic renewal for successive one year terms and may be terminated for any reason upon at least 120 days notice to EchoStar.

Blockbuster. On April 26, 2011, we completed the Blockbuster Acquisition. During the second quarter 2011, EchoStar acquired Hughes. Blockbuster purchased certain broadband products and services from Hughes pursuant to an agreement that was entered into prior to the Blockbuster Acquisition and EchoStar's acquisition of Hughes. Subsequent to these transactions, Blockbuster entered into a new agreement with Hughes which extends for a period through October 31, 2014, pursuant to which Blockbuster may continue to purchase certain broadband products and services from Hughes. Blockbuster has the option to renew the agreement for an additional one year period.

Additionally, on August 5, 2011, we entered into a letter agreement with EchoStar pursuant to which certain assets used to support Blockbuster's website were transferred to EchoStar and they agreed to provide certain technical and infrastructure support for the Blockbuster website to us. The fees for the services provided under the letter agreement are calculated at cost plus a fixed margin, which varies depending upon the nature of the services provided. The letter agreement provides that it shall continue in effect until the completion of a definitive agreement between EchoStar and us setting forth the terms of the support of the Blockbuster website. In addition to the services expensed, during the three and six months ended June 30, 2012, we capitalized $3 million and $7 million of these services, respectively, which are included in "Property and equipment, net" and "Other noncurrent assets" on our Condensed Consolidated Balance Sheets.

Move Networks Services Agreement. In the fourth quarter 2011, EchoStar granted us the right to use Move Network's software and video publishing systems, which facilitate the streaming, downloading and distribution of audio and video content to set-top boxes via the Internet. The fees for the services provided under this agreement are based upon a fixed fee which varies based upon the number of set-top boxes in a given month that access Move Network's software. This agreement has a term of five years with automatic renewal for successive one year terms and may be terminated for any reason upon at least 180 days notice to EchoStar.

Other Agreements — EchoStar

Tax Sharing Agreement. In connection with the Spin-off, we entered into a tax sharing agreement with EchoStar which governs our respective rights, responsibilities and obligations after the Spin-off with respect to taxes for the periods ending on or before the Spin-off. Generally, all pre-Spin-off taxes, including any taxes that are incurred as a result of restructuring activities undertaken to implement the Spin-off, are borne by us, and we will indemnify EchoStar for such taxes. However, we are not liable for and will not indemnify EchoStar for any taxes that are incurred as a result of the Spin-off or certain related transactions failing to qualify as tax-free distributions pursuant to any provision of Section 355 or Section 361 of the Internal Revenue Code of 1986, as amended (the "Code") because of: (i) a direct or indirect acquisition of any of EchoStar's stock, stock options or assets; (ii) any action that EchoStar takes or fails to take; or (iii) any action that EchoStar takes that is inconsistent with the information and representations furnished to the IRS in connection with the request for the private letter ruling, or to counsel in connection with any opinion being delivered by counsel with respect to the Spin-off or certain related transactions. In such case, EchoStar is solely liable for, and will indemnify us for, any resulting taxes, as well as any losses, claims and expenses. The tax sharing agreement will only terminate after the later of the full period of all applicable statutes of limitations, including extensions, or once all rights and obligations are fully effectuated or performed.

TiVo. On April 29, 2011, we and EchoStar entered into a settlement agreement with TiVo, Inc. ("TiVo"). The settlement resolved all pending litigation between us and EchoStar, on the one hand, and TiVo, on the other hand, including litigation relating to alleged patent infringement involving certain DISH digital video recorders, or DVRs, which litigation is described in our 2011 10-K under the caption " *Item 3. Legal Proceedings — TiVo Inc.*"

Under the settlement agreement, all pending litigation has been dismissed with prejudice and all injunctions that permanently restrain, enjoin or compel any action by us or EchoStar have been dissolved. We and EchoStar are jointly responsible for making payments to TiVo in the aggregate amount of $500 million, including an initial payment of $300 million and the remaining $200 million in six equal annual installments between 2012 and 2017. Pursuant to the terms and conditions of the agreements entered into in connection with the Spin-off of EchoStar from us, we made the initial payment to TiVo in May 2011, except for the contribution from EchoStar totaling approximately $10 million, representing an allocation of liability relating to EchoStar's sales of DVR-enabled receivers to an international customer. Future payments will be allocated between us and EchoStar based on historical sales of certain licensed products, with us being responsible for 95% of each annual payment.

We and EchoStar, on the one hand, and TiVo, on the other hand, have also agreed on mutual releases of certain related claims and agreed not to challenge each other's DVR technology-related patents that are licensed under the settlement agreement.

Because both we and EchoStar were defendants in the TiVo lawsuit, we and EchoStar were jointly and severally liable to TiVo for any final damages and sanctions that could have been awarded by the District Court. As previously disclosed, we determined that we were obligated under the agreements entered into in connection with the Spin-off to indemnify EchoStar for substantially all liability arising from this lawsuit. EchoStar contributed an amount equal to its $5 million intellectual property liability limit under the receiver agreement. We and EchoStar further agreed that EchoStar's $5 million contribution would not exhaust EchoStar's liability to us for other intellectual property claims that may arise under the receiver agreement. We and EchoStar also agreed that we would each be entitled to joint ownership of, and a cross-license to use, any intellectual property developed in connection with any potential new alternative technology. Any amounts that EchoStar is responsible for under the settlement agreement with TiVo are in addition to the $5 million contribution previously made by EchoStar.

Patent Cross-License Agreements . During December 2011, we and EchoStar entered into separate patent cross-license agreements with the same third party whereby: (i) EchoStar and such third party licensed their respective patents to each other subject to certain conditions; and (ii) we and such third party licensed our respective patents to each other subject to certain conditions (each, a "Cross-License Agreement"). Each Cross-License Agreement covers patents acquired by the respective party prior to January 1, 2017 and aggregate payments under both Cross-License Agreements total less than $10 million. Each Cross-License Agreement also contains an option to extend each Cross-License Agreement to include patents acquired by the respective party prior to January 1, 2022. If both options are exercised, the aggregate additional payments to such third party would total less than $3 million. However, we and EchoStar may elect to extend our respective Cross-License Agreement independently of each other. Since the aggregate payments under both Cross-License Agreements were based on the combined annual revenues of us and EchoStar, we and EchoStar agreed to allocate our respective payments to such third party based on our respective percentage of combined total revenue.

Sprint Settlement Agreement . On November 3, 2011, we and Sprint entered into the Sprint Settlement Agreement pursuant to which all disputed issues relating to the DBSD Transaction and the TerreStar Transaction were resolved between us and Sprint, including, but not limited to, issues relating to the costs allegedly incurred by Sprint to relocate users from the spectrum then licensed to DBSD North America and TerreStar (the "Sprint Clearing Costs"). EchoStar was a party to the Sprint Settlement Agreement solely for the purposes of executing a mutual release between it and Sprint relating to the Sprint Clearing Costs. EchoStar was a holder of certain TerreStar debt instruments. In March 2012, EchoStar's remaining debt instruments were exchanged for a right to receive a distribution in accordance with the terms of the liquidating trust established pursuant to TerreStar's chapter 11 plan of liquidation. Pursuant to the terms of the Sprint Settlement Agreement, we made a net payment of approximately $114 million to Sprint.

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(Unaudited)

Other Agreements

In November 2009, Mr. Roger Lynch became employed by both us and EchoStar as Executive Vice President. Mr. Lynch is responsible for the development and implementation of advanced technologies that are of potential utility and importance to both DISH Network and EchoStar. Mr. Lynch's compensation consists of cash and equity compensation and is borne by both EchoStar and DISH Network.

Related Party Transactions with NagraStar L.L.C.

NagraStar is a joint venture between EchoStar and Nagra USA, Inc. that is our provider of encryption and related security systems intended to assure that only authorized customers have access to our programming.

The table below summarizes our transactions with NagraStar.

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2012	2011	2012	2011
	(In thousands)			
Purchases (including fees):				
Purchases from NagraStar	$ 17,355	$ 19,716	$ 34,839	$ 40,445

	As of	
	June 30, 2012	December 31, 2011
	(In thousands)	
Amounts Payable and Commitments:		
Amounts payable to NagraStar	$ 6,374	$ 5,853

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS O F OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with the condensed consolidated financial statements and notes to the financial statements included elsewhere in this quarterly report. This management's discussion and analysis is intended to help provide an understanding of our financial condition, changes in financial condition and results of our operations and contains forward-looking statements that involve risks and uncertainties. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our industry, business and future financial results. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those discussed in our Annual Report on Form 10-K for the year ended December 31, 2011, our Quarterly Report on Form 10-Q for the three months ended March 31, 2012 and this Quarterly Report on Form 10-Q under the caption "Item 1A. Risk Factors."

EXECUTIVE SUMMARY

Overview

DISH lost approximately 10,000 net subscribers during the three months ended June 30, 2012, compared to a loss of approximately 135,000 net subscribers during the same period in 2011. This decrease in the number of net subscribers lost versus the same period in 2011 resulted from higher gross new subscriber activations and a lower churn rate. Higher gross new subscriber activations were primarily due to increased advertising associated with our Hopper set-top box during the second quarter 2012. During the three months ended June 30, 2012, DISH added approximately 665,000 gross new subscribers compared to approximately 572,000 gross new subscribers during the same period in 2011, an increase of 16.3%.

Our average monthly subscriber churn rate for the three months ended June 30, 2012 was 1.60% compared to 1.67% for the same period in 2011. While churn improved compared to the same period in 2011, increased competitive pressures could increase churn in the future. Our churn rate is also impacted by, among other things, the credit quality of previously acquired subscribers, our ability to consistently provide outstanding customer service, and our ability to control piracy.

Our gross new subscriber activations continue to be negatively impacted by increased competitive pressures, including aggressive marketing and discounted promotional offers. In addition, telecommunications companies continue to grow their customer bases. Our gross new subscriber activations continue to be adversely affected by sustained economic weakness and uncertainty, including, among other things, the weak housing market and lower discretionary spending.

DISH added approximately 94,000 net subscribers during the six months ended June 30, 2012, compared to a loss of approximately 77,000 net subscribers during the same period in 2011. The increase versus the same period in 2011 primarily resulted from a decrease in our average monthly subscriber churn rate and higher gross new subscriber activations due to increased advertising associated with our Hopper set-top box. Our average monthly subscriber churn rate for the six months ended June 30, 2012 was 1.48% compared to 1.57% for the same period in 2011. Our churn rate was positively impacted in part because we did not have a programming package price increase in the first quarter 2012, but did during the same period in 2011. During the six months ended June 30, 2012, DISH added approximately 1.338 million gross new subscribers compared to approximately 1.253 million gross new subscribers during the same period in 2011, an increase of 6.8%.

"Net income (loss) attributable to DISH Network" for the three and six months ended June 30, 2012 was $226 million and $586 million, respectively, compared to $335 million and $884 million, respectively, for the same periods in 2011. During the three months ended June 30, 2012, "Net income (loss) attributable to DISH Network" decreased primarily due to higher subscriber-related expenses from higher programming costs, increased advertising associated with our Hopper set-top box and $68 million of depreciation expense related to the 148 degree orbital location during the second quarter 2012. See Note 7 in the Notes to the Condensed Consolidated Financial Statements for further discussion. During the six months ended June 30, 2012, "Net income (loss) attributable to DISH Network" decreased primarily due to higher subscriber-related expenses from higher programming costs, increased advertising associated with our Hopper set-top box, a reversal of our accrued expenses related to the TiVo Inc. settlement during 2011 and $68 million of depreciation expense related to the 148 degree orbital location during the second quarter 2012. This decrease was partially offset by the non-cash gain of $99 million during 2012 related to the conversion of our DBSD North America 7.5% Convertible Senior Secured Notes due 2009 in connection with the completion of the DBSD Transaction. See Note 8 in the Notes to the Condensed Consolidated Financial Statements.

Programming costs represent a large percentage of our "Subscriber-related expenses." Going forward, our margins may face pressure if we are unable to renew our long-term programming contracts on favorable pricing and other economic terms. Additionally, our gross new subscriber activations and subscriber churn rate may be negatively impacted if we are unable to renew our long-term programming contracts before they expire. On June 30, 2012, we replaced three AMC Networks channels (IFC, WE and AMC) with HDNet Movies, Style and HDNet. We notified AMC Networks earlier in the year of our decision not to renew our contract. This programming change had an immaterial impact on our second quarter churn rate and gross new subscriber activations. We cannot predict with any certainty the future impact to our gross new subscriber activations and subscriber churn resulting from this programming change.

As the pay-TV industry matures, we and our competitors increasingly must seek to attract a greater proportion of new subscribers from each other's existing subscriber bases rather than from first-time purchasers of pay-TV services. Some of our competitors have been especially aggressive by offering discounted programming and services for both new and existing subscribers. In addition, programming offered over the Internet has become more prevalent as the speed and quality of broadband networks have improved. Significant changes in consumer behavior with regard to the means by which they obtain video entertainment and information in response to digital media competition could materially adversely affect our business, results of operations and financial condition or otherwise disrupt our business.

While economic factors have impacted the entire pay-TV industry, our relative performance has also been driven by issues specific to DISH. In the past, our subscriber growth has been adversely affected by signal theft and other forms of fraud and by operational inefficiencies at DISH. To combat signal theft and improve the security of our broadcast system, we completed the replacement of our security access devices to re-secure our system during 2009. We expect that additional future replacements of these devices will be necessary to keep our system secure. To combat other forms of fraud, we continue to expect that our third party distributors and retailers will adhere to our business rules.

While we have made improvements in responding to and dealing with customer service issues, we continue to focus on the prevention of these issues, which is critical to our business, financial position and results of operations. We implemented a new billing system as well as new sales and customer care systems in the first quarter 2012. To improve our operational performance, we continue to make significant investments in staffing, training, information systems, and other initiatives, primarily in our call center and in-home service operations. These investments are intended to help combat inefficiencies introduced by the increasing complexity of our business, improve customer satisfaction, reduce churn, increase productivity, and allow us to scale better over the long run. We cannot, however, be certain that our spending will ultimately be successful in improving our operational performance.

We have been deploying receivers that utilize 8PSK modulation technology and receivers that utilize MPEG-4 compression technology for several years. These technologies, when fully deployed, will allow more programming channels to be carried over our existing satellites. Many of our customers today, however, do not have receivers that use MPEG-4 compression and a smaller but still significant percentage do not have receivers that use 8PSK modulation. We may choose to invest significant capital to accelerate the conversion of customers to MPEG-4 and/or 8PSK to realize the bandwidth benefits sooner. In addition, given that all of our HD content is broadcast in MPEG-4, any growth in HD penetration will naturally accelerate our transition to these newer technologies and may increase our subscriber acquisition and retention costs. All new receivers that we purchase from EchoStar have MPEG-4 technology. Although we continue to refurbish and redeploy MPEG-2 receivers, as a result of our HD initiatives and current promotions, we currently activate most new customers with higher priced MPEG-4 technology. This limits our ability to redeploy MPEG-2 receivers and, to the extent that our promotions are successful, will accelerate the transition to MPEG-4 technology, resulting in an adverse effect on our average subscriber acquisition costs per new subscriber activation.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Continued

From time to time, we change equipment for certain subscribers to make more efficient use of transponder capacity in support of HD and other initiatives. We believe that the benefit from the increase in available transponder capacity outweighs the short-term cost of these equipment changes.

To maintain and enhance our competitiveness over the long term, we recently introduced the Hopper ™ set-top box that allows, among other things, recorded programming to be viewed in HD in multiple rooms. We are also promoting a suite of integrated products designed to maximize the convenience and ease of watching TV anytime and anywhere, which we refer to as TV Everywhere ™ which utilizes, among other things, online access and Slingbox "placeshifting" technology. There can be no assurance that these integrated products will positively affect our results of operations or our gross new subscriber activations.

Blockbuster

On April 26, 2011, we completed the Blockbuster Acquisition. We acquired Blockbuster operations in the United States and in certain foreign countries. Our winning bid in the bankruptcy court auction was valued at $321 million. We paid $238 million, including $226 million in cash and $12 million in certain assumed liabilities. Of the $226 million paid in cash, $20 million was placed in escrow. Subsequent to this payment, we received a $4 million refund from escrow, resulting in a net purchase price of $234 million. This transaction was accounted for as a business combination and therefore the purchase price was allocated to the assets acquired based on their estimated fair value. Since the purchase prices of future inventory are expected to be higher than the fair value of the inventory acquired, our cost of sales as a percentage of revenue will be higher in the future.

Blockbuster primarily offers movies and video games for sale and rental through multiple distribution channels such as retail stores, by-mail, digital devices, the blockbuster.com website and the BLOCKBUSTER On Demand® service. The Blockbuster Acquisition complements our core business of delivering high-quality video entertainment to consumers. We are promoting our new Blockbuster offerings including the Blockbuster@Home ™ service which provides movies, games and TV shows through Internet streaming, mail and in-store exchanges and online. This offering is only available to DISH subscribers.

Blockbuster operations are included in our financial results beginning April 26, 2011. During the three months ended June 30, 2012, Blockbuster operations contributed $253 million in revenue with a $13 million operating loss compared to $254 million in revenue and $10 million in operating income for the same period in 2011. The operating loss during the three months ended June 30, 2012 was primarily a result of lower monthly revenue and higher inventory costs per unit relative to the fair value of the inventory costs per unit acquired in the Blockbuster Acquisition. During the first quarter 2012, we closed approximately 500 domestic stores and during the second quarter 2012, we closed approximately 150 domestic stores, leaving us with approximately 900 domestic stores as of June 30, 2012. We continue to evaluate the impact of certain factors, including, among other things, competitive pressures, the scale of our Blockbuster retail operations and other issues impacting the store-level financial performance of our Blockbuster retail stores. These factors, or other reasons, could lead us to close additional Blockbuster retail stores. In addition, to streamline administrative expenses, we moved the Blockbuster headquarters to Denver during June 2012.

During the six months ended June 30, 2012, Blockbuster operations contributed $587 million in revenue with less than $1 million in operating income compared to $254 million in revenue and $10 million in operating income for the same period in 2011. The decline in operating income during the six months ended June 30, 2012 was primarily a result of lower monthly revenue and higher inventory costs per unit relative to the fair value of the inventory costs per unit acquired in the Blockbuster Acquisition, partially offset by the benefit from the sale of inventory from domestic retail stores that were closed primarily during the first quarter 2012, discussed above.

Wireless Spectrum

In 2008, we paid $712 million to acquire certain 700 MHz wireless spectrum licenses, which were granted to us by the Federal Communications Commission ("FCC") in February 2009 subject to certain build-out requirements. On March 9, 2012, we completed the acquisitions of 100% of the equity of reorganized DBSD North America, Inc. ("DBSD North America") and substantially all of the assets of TerreStar Networks, Inc. ("TerreStar"), pursuant to

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Continued

which we acquired, among other things, certain satellite assets and wireless spectrum licenses held by DBSD North America and TerreStar. In addition, during the fourth quarter 2011, we and Sprint Nextel Corporation ("Sprint") entered into a mutual release and settlement agreement (the "Sprint Settlement Agreement") pursuant to which all disputed issues relating to the acquisitions of DBSD North America and TerreStar were resolved between us and Sprint, including, but not limited to, issues relating to costs allegedly incurred by Sprint to relocate users from the spectrum then licensed to DBSD North America and TerreStar. The total consideration to acquire these assets was approximately $2.860 billion. This amount includes $1.364 billion for DBSD North America (the "DBSD Transaction"), $1.382 billion for TerreStar (the "TerreStar Transaction"), and the net payment of $114 million to Sprint pursuant to the Sprint Settlement Agreement. The financial results of DBSD North America and TerreStar were included in our results as of March 9, 2012.

We generated less than $1 million of revenue for each of the three and six months ended June 30, 2012 from our wireless spectrum segment. In addition, we incurred $18 million and $26 million in operating expenses for the three and six months ended June 30, 2012, respectively. We incurred general and administrative expenses associated with certain satellite operations and regulatory compliance from our wireless spectrum assets. We also incurred depreciation and amortization expenses associated with certain assets of DBSD North America and TerreStar. This depreciation and amortization expense is based on our initial estimate of the fair value of these assets as disclosed in Note 8 in the Notes to the Condensed Consolidated Financial Statements. As we review our options for the commercialization of this wireless spectrum, we may incur significant additional expenses and may have to make significant investments related to, among other things, research and development, wireless testing and construction of a wireless network.

Operational Liquidity

Like many companies, we make general investments in property such as satellites, set-top boxes, information technology and facilities that support our overall business. As a subscriber-based company, however, we also make subscriber-specific investments to acquire new subscribers and retain existing subscribers. While the general investments may be deferred without impacting the business in the short-term, the subscriber-specific investments are less discretionary. Our overall objective is to generate sufficient cash flow over the life of each subscriber to provide an adequate return against the upfront investment. Once the upfront investment has been made for each subscriber, the subsequent cash flow is generally positive.

There are a number of factors that impact our future cash flow compared to the cash flow we generate at a given point in time. The first factor is how successful we are at retaining our current subscribers. As we lose subscribers from our existing base, the positive cash flow from that base is correspondingly reduced. The second factor is how successful we are at maintaining our subscriber-related margins. To the extent our "Subscriber-related expenses" grow faster than our "Subscriber-related revenue," the amount of cash flow that is generated per existing subscriber is reduced. The third factor is the rate at which we acquire new subscribers. The faster we acquire new subscribers, the more our positive ongoing cash flow from existing subscribers is offset by the negative upfront cash flow associated with new subscribers. Finally, our future cash flow is impacted by the rate at which we make general investments and any cash flow from financing activities.

Our subscriber-specific investments to acquire new subscribers have a significant impact on our cash flow. While fewer subscribers might translate into lower ongoing cash flow in the long-term, cash flow is actually aided, in the short-term, by the reduction in subscriber-specific investment spending. As a result, a slow down in our business due to external or internal factors does not introduce the same level of short-term liquidity risk as it might in other industries.

Availability of Credit and Effect on Liquidity

The ability to raise capital has generally existed for us despite the weak economic conditions. Modest fluctuations in the cost of capital will not likely impact our current operational plans.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Continued

Future Liquidity

Wireless Spectrum

In 2008, we paid $712 million to acquire certain 700 MHz wireless spectrum licenses, which were granted to us by the FCC in February 2009 subject to certain build-out requirements. To commercialize these licenses and satisfy the associated FCC build-out requirements, we will be required to make significant additional investments or partner with others to, among other things, finance the commercialization and build-out requirements of these licenses and our integration efforts including compliance with regulations applicable to these licenses. Depending on the nature and scope of such commercialization and build-out, any such investment or partnership could vary significantly, which may affect our future financial condition or results of operations. Part or all of these licenses may be terminated if the associated FCC build-out requirements are not satisfied. There can be no assurance that we will be able to develop and implement a business model that will realize a return on these investments and profitably deploy the spectrum represented by the 700 MHz licenses.

On March 2, 2012, the FCC approved the transfer of 40 MHz of 2 GHz wireless spectrum licenses held by DBSD North America and TerreStar to us. On March 9, 2012, we completed the DBSD Transaction and the TerreStar Transaction, pursuant to which we acquired, among other things, certain satellite assets and wireless spectrum licenses held by DBSD North America and TerreStar. The total consideration to acquire these assets was approximately $2.860 billion. This amount includes $1.364 billion for the DBSD Transaction, $1.382 billion for the TerreStar Transaction, and the net payment of $114 million to Sprint pursuant to the Sprint Settlement Agreement.

Our consolidated FCC applications for approval of the license transfers from DBSD North America and TerreStar were accompanied by requests for waiver of the FCC's Mobile Satellite Service ("MSS") "integrated service" and spare satellite requirements and various technical provisions. The FCC denied our requests for waiver of the integrated service and spare satellite requirements. The FCC has not yet acted on the request for waiver of various technical provisions, and we cannot predict the outcome or timing of any action by the FCC with respect to that waiver request. Waiver of the integrated service requirement would have allowed us to offer single-mode terrestrial terminals to customers who do not desire satellite functionality. On March 21, 2012, the FCC released a notice of proposed rule making ("NPRM") that could result in the elimination of the integrated service and other requirements that attach to the 2 GHz licenses. Among other things, the FCC has proposed to modify our licenses to allow us to offer single-mode terrestrial terminals to customers who do not desire satellite functionality. The NPRM was published in the Federal Register on April 17, 2012. Initial comments on the NPRM were due on or before May 17, 2012, and reply comments were due on or before June 1, 2012. We submitted filings in the initial comment round and in the reply comment round. While the FCC has indicated its intent to complete the NPRM during 2012, we cannot predict the outcome or timing of the NPRM, including, without limitation, any associated build-out requirements with which we may need to comply to avail ourselves of any changes to the rules.

As a result of the completion of the DBSD Transaction and the TerreStar Transaction, we will likely be required to make significant additional investments or partner with others to, among other things, finance the commercialization and build-out requirements of these licenses and our integration efforts including compliance with regulations applicable to the acquired licenses. Depending on the nature and scope of such commercialization and build-out, any such investment or partnership could vary significantly. There can be no assurance that we will be able to develop and implement a business model that will realize a return on these spectrum investments or that we will be able to profitably deploy the assets represented by these spectrum investments, which may affect the carrying value of these assets and our future financial condition or results of operations.

Voom HD Holdings

If Voom HD Holdings ("Voom") prevails in its breach of contract suit against us, we could be required to pay substantial damages, which would have a material adverse affect on our financial position and results of operations. In January 2008, Voom filed a lawsuit against our wholly-owned subsidiary, DISH Network L.L.C., in New York Supreme Court, alleging breach of contract and other claims arising from our termination of the affiliation agreement governing carriage of certain Voom HD channels on the DISH branded pay-TV service. At that time, Voom also sought a preliminary injunction to prevent us from terminating the agreement. The Court denied Voom's request, finding, among other things, that Voom had not demonstrated that it was likely to prevail on the merits. In April 2010, we and Voom each filed motions for summary judgment. Voom later filed two motions seeking discovery sanctions. On November 9, 2010, the Court issued a decision denying both motions for summary judgment, but granting Voom's motions for discovery sanctions. The Court's decision provides for an adverse inference jury instruction at trial and precludes our damages expert from testifying at trial. We appealed the grant of Voom's motion for discovery sanctions to the New York State Supreme Court, Appellate Division, First Department. On February 15, 2011, the appellate court granted our motion to stay the trial pending our appeal. On January 31, 2012, the appellate court affirmed the order imposing discovery sanctions and precluding our damages expert from testifying at trial. We sought leave to appeal to New York's highest state court, the Court of Appeals, but that motion was denied on April 26, 2012. The trial date has been set for September 18, 2012. Voom is claiming over $2.5 billion in damages.

EXPLANATION OF KEY METRICS AND OTHER ITEMS

Subscriber-related revenue . "Subscriber-related revenue" consists principally of revenue from basic, premium movie, local, HD programming, pay-per-view, Latino and international subscription television services, equipment rental fees and other hardware related fees, including fees for DVRs, equipment upgrade fees and additional outlet fees from subscribers with receivers with multiple tuners, advertising services, fees earned from our in-home service operations and other subscriber revenue. Certain of the amounts included in "Subscriber-related revenue" are not recurring on a monthly basis.

Equipment and merchandise sales, rental and other revenue . "Equipment and merchandise sales, rental and other revenue" principally includes the non-subsidized sales of DBS accessories to retailers and other third-party distributors of our equipment domestically and to DISH subscribers. Effective April 26, 2011, revenue from merchandise sold to customers including movies, video games and other items, and revenue from the rental of movies and video games and the sale of previously rented titles related to our Blockbuster operations are included in this category. Effective March 9, 2012, revenue related to our wireless spectrum operations is included in this category.

Equipment sales, services and other revenue — EchoStar. "Equipment sales, services and other revenue — EchoStar" includes revenue related to equipment sales, services, and other agreements with EchoStar.

Subscriber-related expenses . "Subscriber-related expenses" principally include programming expenses, which represent a substantial majority of these expenses. "Subscriber-related expenses" also include costs incurred in connection with our in-home service and call center operations, billing costs, refurbishment and repair costs related to receiver systems, subscriber retention and other variable subscriber expenses.

Satellite and transmission expenses — EchoStar . "Satellite and transmission expenses — EchoStar" includes the cost of leasing satellite and transponder capacity from EchoStar and the cost of digital broadcast operations provided to us by EchoStar, including satellite uplinking/downlinking, signal processing, conditional access management, telemetry, tracking and control, and other professional services.

Satellite and transmission expenses — other . "Satellite and transmission expenses — other" includes executory costs associated with capital leases and costs associated with transponder leases and other related services. Effective March 9, 2012, expenses related to our wireless spectrum operations are included in this category.

Cost of sales - equipment, merchandise, services, rental and other. "Cost of sales - equipment, merchandise, services, rental and other" principally includes the cost of non-subsidized sales of DBS accessories to retailers and other third-party distributors of our equipment domestically and to DISH subscribers. Effective April 26, 2011, the cost of movies and video games including rental title purchases or revenue sharing to studios, packaging and online delivery costs and cost of merchandise sold including movies, video games and other items related to our Blockbuster operations are included in this category. In addition, "Cost of sales - equipment, merchandise, services, rental and other" includes costs related to equipment sales, services, and other agreements with EchoStar.

Subscriber acquisition costs . In addition to leasing receivers, we generally subsidize installation and all or a portion of the cost of our receiver systems to attract new DISH subscribers. Our "Subscriber acquisition costs" include the cost of subsidized sales of receiver systems to retailers and other third-party distributors of our equipment, the cost of

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Continued

subsidized sales of receiver systems directly by us to subscribers, including net costs related to our promotional incentives, costs related to our direct sales efforts and costs related to installation and acquisition advertising. We exclude the value of equipment capitalized under our lease program for new subscribers from "Subscriber acquisition costs."

SAC. Subscriber acquisition cost measures are commonly used by those evaluating companies in the pay-TV industry. We are not aware of any uniform standards for calculating the "average subscriber acquisition costs per new subscriber activation," or SAC, and we believe presentations of SAC may not be calculated consistently by different companies in the same or similar businesses. Our SAC is calculated as "Subscriber acquisition costs," plus the value of equipment capitalized under our lease program for new subscribers, divided by gross new subscriber activations. We include all the costs of acquiring subscribers (e.g., subsidized and capitalized equipment) as we believe it is a more comprehensive measure of how much we are spending to acquire subscribers. We also include all new DISH subscribers in our calculation, including DISH subscribers added with little or no subscriber acquisition costs.

General and administrative expenses . "General and administrative expenses" consists primarily of employee-related costs associated with administrative services such as legal, information systems, accounting and finance, including non-cash, stock-based compensation expense. It also includes outside professional fees (e.g., legal, information systems and accounting services) and other items associated with facilities and administration.

Litigation expense. "Litigation expense" primarily consists of legal settlements, judgments or accruals associated with certain significant litigation.

Interest expense, net of amounts capitalized. "Interest expense, net of amounts capitalized" primarily includes interest expense, prepayment premiums and amortization of debt issuance costs associated with our senior debt (net of capitalized interest), and interest expense associated with our capital lease obligations.

Other, net. The main components of "Other, net" are gains and losses realized on the sale of investments, impairment of marketable and non-marketable investment securities, unrealized gains and losses from changes in fair value of marketable and non-marketable strategic investments accounted for at fair value, and equity in earnings and losses of our affiliates.

Earnings before interest, taxes, depreciation and amortization ("EBITDA"). EBITDA is defined as "Net income (loss) attributable to DISH Network" plus "Interest expense, net of amounts capitalized" net of "Interest income," "Taxes" and "Depreciation and amortization." This "non-GAAP measure" is reconciled to "Net income (loss) attributable to DISH Network" in our discussion of "Results of Operations" below.

DISH subscribers . We include customers obtained through direct sales, third-party retailers and other third-party distribution relationships in our DISH subscriber count. We also provide DISH service to hotels, motels and other commercial accounts. For certain of these commercial accounts, we divide our total revenue for these commercial accounts by an amount approximately equal to the retail price of our DISH America programming package, and include the resulting number, which is substantially smaller than the actual number of commercial units served, in our DISH subscriber count. Effective during the first quarter 2011, we made two changes to this calculation methodology compared to prior periods. Beginning February 1, 2011, the retail price of our DISH America programming package was used in the calculation rather than America's Top 120 programming package, which had been used in prior periods. We also determined that two of our commercial business lines, which had previously been included in the described calculation, could be more accurately reflected through actual subscriber counts. The net impact of these two changes was to increase our subscriber count by approximately 6,000 subscribers in the first quarter 2011. Prior period DISH subscriber counts have not been adjusted for this revised commercial accounts calculation as the impacts were immaterial.

Average monthly revenue per subscriber. We are not aware of any uniform standards for calculating ARPU and believe presentations of ARPU may not be calculated consistently by other companies in the same or similar businesses. We calculate average monthly revenue per subscriber, or ARPU, by dividing average monthly "Subscriber-related revenue" for the period (total "Subscriber-related revenue" during the period divided by the number of months in the period) by our average number of DISH subscribers for the period. The average number of

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Continued

DISH subscribers is calculated for the period by adding the average number of DISH subscribers for each month and dividing by the number of months in the period. The average number of DISH subscribers for each month is calculated by adding the beginning and ending DISH subscribers for the month and dividing by two.

Average monthly subscriber churn rate. We are not aware of any uniform standards for calculating subscriber churn rate and believe presentations of subscriber churn rates may not be calculated consistently by different companies in the same or similar businesses. We calculate subscriber churn rate for any period by dividing the number of DISH subscribers who terminated service during the period by the average number of DISH subscribers for the same period, and further dividing by the number of months in the period. When calculating subscriber churn, the same methodology for calculating average number of DISH subscribers is used as when calculating ARPU.

Free cash flow . We define free cash flow as "Net cash flows from operating activities" less "Purchases of property and equipment," as shown on our Condensed Consolidated Statements of Cash Flows.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Continued

RESULTS OF OPERATIONS

Three Months Ended June 30, 2012 Compared to the Three Months Ended June 30, 2011.

Statements of Operations Data	For the Three Months Ended June 30, 2012	2011	Variance Amount	%
	(In thousands)			
Revenue:				
Subscriber-related revenue	$ 3,295,831	$ 3,311,340	$ (15,509)	(0.5)
Equipment and merchandise sales, rental and other revenue	270,257	270,018	239	0.1
Equipment sales, services and other revenue - EchoStar	5,678	8,803	(3,125)	(35.5)
Total revenue	3,571,766	3,590,161	(18,395)	(0.5)
Costs and Expenses:				
Subscriber-related expenses	1,825,808	1,728,959	96,849	5.6
% of Subscriber-related revenue	**55.4%**	**52.2%**		
Satellite and transmission expenses - EchoStar	107,082	115,358	(8,276)	(7.2)
% of Subscriber-related revenue	**3.2%**	**3.5%**		
Satellite and transmission expenses - Other	9,178	9,819	(641)	(6.5)
% of Subscriber-related revenue	**0.3%**	**0.3%**		
Cost of sales - equipment, merchandise, services, rental and other	130,061	89,403	40,658	45.5
Subscriber acquisition costs	404,499	342,801	61,698	18.0
General and administrative expenses	327,667	325,262	2,405	0.7
% of Total revenue	**9.2%**	**9.1%**		
Litigation expense	—	23,728	(23,728)	(100.0)
Depreciation and amortization	299,119	237,049	62,070	26.2
Total costs and expenses	3,103,414	2,872,379	231,035	8.0
Operating income (loss)	468,352	717,782	(249,430)	(34.8)
Other Income (Expense):				
Interest income	20,204	8,601	11,603	*
Interest expense, net of amounts capitalized	(109,301)	(143,564)	34,263	23.9
Other, net	(7,448)	(19,794)	12,346	62.4
Total other income (expense)	(96,545)	(154,757)	58,212	37.6
Income (loss) before income taxes	371,807	563,025	(191,218)	(34.0)
Income tax (provision) benefit, net	(146,211)	(228,187)	81,976	35.9
Effective tax rate	**39.3%**	**40.5%**		
Net income (loss)	225,596	334,838	(109,242)	(32.6)
Less: Net income (loss) attributable to noncontrolling interest	(136)	78	(214)	*
Net income (loss) attributable to DISH Network	$ 225,732	$ 334,760	$ (109,028)	(32.6)
Other Data:				
DISH Network subscribers, as of period end (in millions)	14.061	14.056	0.005	0.0
DISH Network subscriber additions, gross (in millions)	0.665	0.572	0.093	16.3
DISH Network subscriber additions, net (in millions)	(0.010)	(0.135)	0.125	92.6
Average monthly subscriber churn rate	1.60%	1.67%	(0.07)%	(4.2)
Average monthly revenue per subscriber ("ARPU")	$ 78.11	$ 78.06	$ 0.05	0.1
Average subscriber acquisition cost per subscriber ("SAC")	$ 806	$ 795	$ 11	1.4
EBITDA	$ 760,159	$ 934,959	$ (174,800)	(18.7)

* Percentage is not meaningful.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Continued

DISH subscribers . DISH lost approximately 10,000 net subscribers during the three months ended June 30, 2012, compared to a loss of approximately 135,000 net subscribers during the same period in 2011. This decrease in the number of net subscribers lost versus the same period in 2011 resulted from higher gross new subscriber activations and a lower churn rate. Higher gross new subscriber activations were primarily due to increased advertising associated with our Hopper set-top box during the second quarter 2012. During the three months ended June 30, 2012, DISH added approximately 665,000 gross new subscribers compared to approximately 572,000 gross new subscribers during the same period in 2011, an increase of 16.3%.

Our average monthly subscriber churn rate for the three months ended June 30, 2012 was 1.60% compared to 1.67% for the same period in 2011. While churn improved compared to the same period in 2011, increased competitive pressures could increase churn in the future. Our churn rate is also impacted by, among other things, the credit quality of previously acquired subscribers, our ability to consistently provide outstanding customer service, and our ability to control piracy.

Our gross new subscriber activations continue to be negatively impacted by increased competitive pressures, including aggressive marketing and discounted promotional offers. In addition, telecommunications companies continue to grow their customer bases. Our gross new subscriber activations continue to be adversely affected by sustained economic weakness and uncertainty, including, among other things, the weak housing market and lower discretionary spending.

We have not always met our own standards for performing high-quality installations, effectively resolving subscriber issues when they arise, answering subscriber calls in an acceptable timeframe, effectively communicating with our subscriber base, reducing calls driven by the complexity of our business, improving the reliability of certain systems and subscriber equipment, and aligning the interests of certain third party retailers and installers to provide high-quality service. Most of these factors have affected both gross new subscriber activations as well as existing subscriber churn. Our future gross new subscriber activations and subscriber churn may be negatively impacted by these factors, which could in turn adversely affect our revenue growth.

Subscriber-related revenue. DISH "Subscriber-related revenue" totaled $3.296 billion for the three months ended June 30, 2012, a decrease of $16 million or 0.5% compared to the same period in 2011. This change was primarily related to a decrease in the average number of subscribers during the three months ended June 30, 2012 compared to the same period in 2011.

ARPU. "Average monthly revenue per subscriber" was $78.11 during the three months ended June 30, 2012 versus $78.06 during the same period in 2011. The $0.05 or 0.1% increase in ARPU was primarily attributable to higher hardware related revenue.

Equipment and merchandise sales, rental and other revenue. "Equipment and merchandise sales, rental and other revenue" totaled $270 million for the three months ended June 30, 2012, an increase of less than $1 million or 0.1% compared to the same period in 2011. This increase was primarily driven by three months of revenue in 2012 compared to approximately two months in the previous year from the rental of movies and video games, the sale of previously rented titles, and other merchandise sold to customers including movies, video games and other items related to our Blockbuster operations, partially offset by decreased revenue related to fewer Blockbuster domestic stores as a result of store closings during the first half of 2012. Blockbuster operations are included in our financial results beginning April 26, 2011.

Subscriber-related expenses. "Subscriber-related expenses" totaled $1.826 billion during the three months ended June 30, 2012, an increase of $97 million or 5.6% compared to the same period in 2011. The increase in "Subscriber-related expenses" was primarily attributable to higher programming costs. The increase in programming costs was driven by rate increases in certain of our programming contracts, including the renewal of certain contracts at higher rates. "Subscriber-related expenses" represented 55.4% and 52.2% of "Subscriber-related revenue" during the three months ended June 30, 2012 and 2011, respectively. The change in this expense to revenue ratio primarily resulted from higher programming costs, discussed above.

In the normal course of business, we enter into contracts to purchase programming content in which our payment obligations are fully contingent on the number of subscribers to whom we provide the respective content. Our programming expenses will continue to increase to the extent we are successful in growing our subscriber base. In addition, our "Subscriber-related expenses" may face further upward pressure from price increases and the renewal of long-term programming contracts on less favorable pricing terms.

Cost of sales — equipment, merchandise, services, rental and other. "Cost of sales — equipment, merchandise, services, rental and other" totaled $130 million for the three months ended June 30, 2012, an increase of $41 million or 45.5% compared to the same period in 2011. This increase is primarily driven by three months of expense in 2012 compared to approximately two months in the previous year associated with the cost of rental title purchases or revenue sharing to studios, packaging and on-line delivery costs as well as the cost of merchandise sold such as movies, video games and other items related to our Blockbuster operations, partially offset by fewer Blockbuster domestic stores as a result of store closings during the first half of 2012. Blockbuster operations are included in our financial results beginning April 26, 2011.

Subscriber acquisition costs. "Subscriber acquisition costs" totaled $404 million for the three months ended June 30, 2012, an increase of $62 million or 18.0% compared to the same period in 2011. This increase was primarily attributable to the increase in gross new subscriber activations and SAC described below.

SAC. SAC was $806 during the three months ended June 30, 2012 compared to $795 during the same period in 2011, an increase of $11 or 1.4%. This increase was primarily attributable to increased advertising associated with our Hopper set-top box.

During the three months ended June 30, 2012 and 2011, the amount of equipment capitalized under our lease program for new subscribers totaled $132 million and $112 million, respectively. This increase in capital expenditures under our lease program for new subscribers resulted primarily from an increase in gross new subscriber activations. To remain competitive we upgrade or replace subscriber equipment periodically as technology changes, and the costs associated with these upgrades may be substantial. To the extent technological changes render a portion of our existing equipment obsolete, we would be unable to redeploy all returned equipment and consequently would realize less benefit from the SAC reduction associated with redeployment of that returned lease equipment.

Our SAC calculation does not reflect any benefit from payments we received in connection with equipment not returned to us from disconnecting lease subscribers and returned equipment that is made available for sale or used in our existing customer lease program rather than being redeployed through our new customer lease program. During the three months ended June 30, 2012 and 2011, these amounts totaled $36 million and $21 million, respectively.

We have been deploying receivers that utilize 8PSK modulation technology and receivers that utilize MPEG-4 compression technology for several years. These technologies, when fully deployed, will allow more programming channels to be carried over our existing satellites. Many of our customers today, however, do not have receivers that use MPEG-4 compression and a smaller but still significant percentage do not have receivers that use 8PSK modulation. We may choose to invest significant capital to accelerate the conversion of customers to MPEG-4 and/or 8PSK to realize the bandwidth benefits sooner. In addition, given that all of our HD content is broadcast in MPEG-4, any growth in HD penetration will naturally accelerate our transition to these newer technologies and may increase our subscriber acquisition and retention costs. All new receivers that we purchase from EchoStar have MPEG-4 technology. Although we continue to refurbish and redeploy MPEG-2 receivers, as a result of our HD initiatives and current promotions, we currently activate most new customers with higher priced MPEG-4 technology. This limits our ability to redeploy MPEG-2 receivers and, to the extent that our promotions are successful, will accelerate the transition to MPEG-4 technology, resulting in an adverse effect on our SAC.

Our "Subscriber acquisition costs" and "SAC" may materially increase in the future to the extent that we transition to newer technologies, introduce more aggressive promotions, or provide greater equipment subsidies. See further discussion under *"Liquidity and Capital Resources — Subscriber Acquisition and Retention Costs."*

Litigation expense. "Litigation expense" related to legal settlements, judgments or accruals associated with certain significant litigation totaled zero during the three months ended June 30, 2012. During the three months ended June 30, 2011, "Litigation expense" totaled $24 million. See Note 11 in the Notes to the Condensed Consolidated Financial Statements for further discussion.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Continued

Depreciation and amortization. "Depreciation and amortization" expense totaled $299 million during the three months ended June 30, 2012, a $62 million or 26.2% increase compared to the same period in 2011. This change in "Depreciation and amortization" expense was primarily due to $68 million of depreciation expense related to the 148 degree orbital location, partially offset by a decrease in depreciation expense on equipment leased to subscribers. See Note 7 in the Notes to the Condensed Consolidated Financial Statements for further discussion.

Interest expense, net of amounts capitalized. "Interest expense, net of amounts capitalized" totaled $109 million during the three months ended June 30, 2012, a decrease of $34 million or 23.9% compared to the same period in 2011. This change primarily resulted from capitalized interest of $39 million related to our wireless spectrum acquisition, partially offset by the net interest expense associated with the issuances and redemption of our senior notes during the three months ended June 30, 2012 and the year ended December 31, 2011.

Earnings before interest, taxes, depreciation and amortization . EBITDA was $760 million during the three months ended June 30, 2012, a decrease of $175 million or 18.7% compared to the same period in 2011. The following table reconciles EBITDA to the accompanying financial statements.

	For the Three Months Ended June 30, 2012	For the Three Months Ended June 30, 2011
	(In thousands)	
EBITDA	$ 760,159	$ 934,959
Interest expense, net	(89,097)	(134,963)
Income tax (provision) benefit, net	(146,211)	(228,187)
Depreciation and amortization	(299,119)	(237,049)
Net income (loss) attributable to DISH Network	$ 225,732	$ 334,760

EBITDA is not a measure determined in accordance with accounting principles generally accepted in the United States ("GAAP") and should not be considered a substitute for operating income, net income or any other measure determined in accordance with GAAP. EBITDA is used as a measurement of operating efficiency and overall financial performance and we believe it to be a helpful measure for those evaluating companies in the pay-TV industry. Conceptually, EBITDA measures the amount of income generated each period that could be used to service debt, pay taxes and fund capital expenditures. EBITDA should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

Income tax (provision) benefit, net. Our income tax provision was $146 million during the three months ended June 30, 2012, a decrease of $82 million compared to the same period in 2011. The decrease in the provision was primarily related to the decrease in "Income (loss) before income taxes" and a decrease in our effective tax rate.

Net income (loss) attributable to DISH Network. " Net income (loss) attributable to DISH Network" was $226 million during the three months ended June 30, 2012, a decrease of $109 million compared to $335 million for the same period in 2011. This decrease was primarily attributable to the changes in revenue and expenses discussed above.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Continued

Six Months Ended June 30, 2012 Compared to the Six Months Ended June 30, 2011.

Statements of Operations Data	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011	Variance Amount	Variance %
	(In thousands)			
Revenue:				
Subscriber-related revenue	$ 6,520,296	$ 6,510,439	$ 9,857	0.2
Equipment and merchandise sales, rental and other revenue	620,994	286,019	334,975	*
Equipment sales, services and other revenue - EchoStar	12,345	17,834	(5,489)	(30.8)
Total revenue	7,153,635	6,814,292	339,343	5.0
Costs and Expenses:				
Subscriber-related expenses	3,588,561	3,422,654	165,907	4.8
% of Subscriber-related revenue	**55.0%**	**52.6%**		
Satellite and transmission expenses - EchoStar	216,936	224,271	(7,335)	(3.3)
% of Subscriber-related revenue	**3.3%**	**3.4%**		
Satellite and transmission expenses - Other	20,857	20,019	838	4.2
% of Subscriber-related revenue	**0.3%**	**0.3%**		
Cost of sales - equipment, merchandise, services, rental and other	272,323	111,670	160,653	*
Subscriber acquisition costs	802,536	697,700	104,836	15.0
General and administrative expenses	703,842	487,046	216,796	44.5
% of Total revenue	**9.8%**	**7.1%**		
Litigation expense	—	(316,949)	316,949	100.0
Depreciation and amortization	507,817	466,746	41,071	8.8
Total costs and expenses	6,112,872	5,113,157	999,715	19.6
Operating income (loss)	1,040,763	1,701,135	(660,372)	(38.8)
Other Income (Expense):				
Interest income	27,293	14,887	12,406	83.3
Interest expense, net of amounts capitalized	(247,314)	(263,743)	16,429	6.2
Other, net	102,834	(8,161)	110,995	*
Total other income (expense)	(117,187)	(257,017)	139,830	54.4
Income (loss) before income taxes	923,576	1,444,118	(520,542)	(36.0)
Income tax (provision) benefit, net	(337,854)	(559,954)	222,100	39.7
Effective tax rate	**36.6%**	**38.8%**		
Net income (loss)	585,722	884,164	(298,442)	(33.8)
Less: Net income (loss) attributable to noncontrolling interest	(320)	10	(330)	*
Net income (loss) attributable to DISH Network	$ 586,042	$ 884,154	$ (298,112)	(33.7)
Other Data:				
DISH Network subscribers, as of period end (in millions)	14.061	14.056	0.005	0.0
DISH Network subscriber additions, gross (in millions)	1.338	1.253	0.085	6.8
DISH Network subscriber additions, net (in millions)	0.094	(0.077)	0.171	*
Average monthly subscriber churn rate	1.48%	1.57%	(0.09)%	(5.7)
Average monthly revenue per subscriber ("ARPU")	$ 77.41	$ 76.72	$ 0.69	0.9
Average subscriber acquisition cost per subscriber ("SAC")	$ 778	$ 757	$ 21	2.8
EBITDA	$ 1,651,734	$ 2,159,710	$ (507,976)	(23.5)

* Percentage is not meaningful.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Continued

DISH subscribers . DISH added approximately 94,000 net subscribers during the six months ended June 30, 2012, compared to a loss of approximately 77,000 net subscribers during the same period in 2011. The increase versus the same period in 2011 primarily resulted from a decrease in our average monthly subscriber churn rate and higher gross new subscriber activations due to increased advertising associated with our Hopper set-top box. Our average monthly subscriber churn rate for the six months ended June 30, 2012 was 1.48% compared to 1.57% for the same period in 2011. Our churn rate was positively impacted in part because we did not have a programming package price increase in the first quarter 2012, but did during the same period in 2011. During the six months ended June 30, 2012, DISH added approximately 1.338 million gross new subscribers compared to approximately 1.253 million gross new subscribers during the same period in 2011, an increase of 6.8%.

Subscriber-related revenue. DISH "Subscriber-related revenue" totaled $6.520 billion for the six months ended June 30, 2012, an increase of $10 million or 0.2% compared to the same period in 2011. This change was primarily related to the increase in ARPU discussed below.

ARPU. "Average monthly revenue per subscriber" was $77.41 during the six months ended June 30, 2012 versus $76.72 during the same period in 2011. The $0.69 or 0.9% increase in ARPU was primarily attributable to our programming package price increase in February 2011 and higher hardware related revenue.

Equipment and merchandise sales, rental and other revenue. "Equipment and merchandise sales, rental and other revenue" totaled $621 million for the six months ended June 30, 2012, an increase of $335 million compared to the same period in 2011. This increase was primarily driven by six months of revenue in 2012 compared to approximately two months in the previous year from the rental of movies and video games, the sale of previously rented titles, and other merchandise sold to customers including movies, video games and other items related to our Blockbuster operations. Blockbuster operations are included in our financial results beginning April 26, 2011.

Subscriber-related expenses. "Subscriber-related expenses" totaled $3.589 billion during the six months ended June 30, 2012, an increase of $166 million or 4.8% compared to the same period in 2011. The increase in "Subscriber-related expenses" was primarily attributable to higher programming costs, partially offset by a decrease in customer retention expense. The increase in programming costs was driven by rate increases in certain of our programming contracts, including the renewal of certain contracts at higher rates. "Subscriber-related expenses" represented 55.0% and 52.6% of "Subscriber-related revenue" during the six months ended June 30, 2012 and 2011, respectively. The change in this expense to revenue ratio primarily resulted from higher programming costs, discussed above.

Cost of sales — equipment, merchandise, services, rental and other. "Cost of sales — equipment, merchandise, services, rental and other" totaled $272 million for the six months ended June 30, 2012, an increase of $161 million compared to the same period in 2011. This increase was primarily driven by six months of expense in 2012 compared to approximately two months in the previous year of rental title purchases or revenue sharing to studios, packaging and on-line delivery costs as well as the cost of merchandise sold such as movies, video games and other items related to our Blockbuster operations. Blockbuster operations are included in our financial results beginning April 26, 2011.

Subscriber acquisition costs. "Subscriber acquisition costs" totaled $803 million for the six months ended June 30, 2012, an increase of $105 million or 15.0% compared to the same period in 2011. This increase was primarily attributable to the increase in gross new subscriber activations and SAC described below.

SAC. SAC was $778 during the six months ended June 30, 2012 compared to $757 during the same period in 2011, an increase of $21 or 2.8%. This increase was primarily attributable to increased advertising associated with our Hopper set-top box.

During the six months ended June 30, 2012 and 2011, the amount of equipment capitalized under our lease program for new subscribers totaled $239 million and $251 million, respectively. This decrease in capital expenditures under our lease program for new subscribers resulted primarily from lower hardware costs per activation. To remain competitive we upgrade or replace subscriber equipment periodically as technology changes, and the costs associated with these upgrades may be substantial. To the extent technological changes render a portion of our existing equipment obsolete, we would be unable to redeploy all returned equipment and consequently would realize less benefit from the SAC reduction associated with redeployment of that returned lease equipment.

Our SAC calculation does not reflect any benefit from payments we received in connection with equipment not returned to us from disconnecting lease subscribers and returned equipment that is made available for sale or used in our existing customer lease program rather than being redeployed through our new customer lease program. During the six months ended June 30, 2012 and 2011, these amounts totaled $66 million and $42 million, respectively.

General and administrative expenses. "General and administrative expenses" totaled $704 million during the six months ended June 30, 2012, a $217 million or 44.5% increase compared to the same period in 2011. This increase was primarily due to six months of costs in 2012 for personnel, building and maintenance and other administrative costs associated with our Blockbuster operations compared to two months during the previous year . Blockbuster operations are included in our financial results beginning April 26, 2011.

Litigation expense. "Litigation expense" related to legal settlements, judgments or accruals associated with certain significant litigation totaled zero during the six months ended June 30, 2012. During the six months ended June 30, 2011, "Litigation expense" totaled a negative $317 million. During the six months ended June 30, 2011, we reversed $341 million related to the April 29, 2011 settlement agreement with TiVo, which was previously recorded as an expense. See Note 13 in the Notes to the Condensed Consolidated Financial Statements for further discussion.

Depreciation and amortization. "Depreciation and amortization" expense totaled $508 million during the six months ended June 30, 2012, a $41 million or 8.8% increase compared to the same period in 2011. This change in "Depreciation and amortization" expense was primarily due to $68 million of depreciation expense related to the 148 degree orbital location, partially offset by a decrease in depreciation expense on equipment leased to subscribers. See Note 7 in the Notes to the Condensed Consolidated Financial Statements for further discussion.

Interest expense, net of amounts capitalized. "Interest expense, net of amounts capitalized" totaled $247 million during the six months ended June 30, 2012, a decrease of $16 million or 6.2% compared to the same period in 2011. This change primarily resulted from capitalized interest of $39 million related to our wireless spectrum acquisition, partially offset by the net interest expense associated with the issuances and redemption of our senior notes during the six months ended June 30, 2012 and the year ended December 31, 2011.

Other, net. "Other, net" income totaled $103 million during the six months ended June 30, 2012, compared to a loss of $8 million during the same period in 2011. This change primarily resulted from a $99 million non-cash gain related to the conversion of our DBSD North America 7.5% Convertible Senior Secured Notes due 2009 in connection with the completion of the DBSD Transaction during the first quarter 2012. See Note 8 in the Notes to the Condensed Consolidated Financial Statements.

Earnings before interest, taxes, depreciation and amortization . EBITDA was $1.652 billion during the six months ended June 30, 2012, a decrease of $508 million or 23.5% compared to the same period in 2011. EBITDA for the six months ended June 30, 2011 was favorably impacted by the reversal of $341 million of "Litigation expense" related to the April 29, 2011 settlement agreement with TiVo, which had been previously recorded as an expense prior to the first quarter 2011. EBITDA for the six months ended June 30, 2012 was impacted by a $99 million non-cash gain related to the conversion of our DBSD North America 7.5% Convertible Senior Secured Notes due 2009 in connection with the completion of the DBSD Transaction. The following table reconciles EBITDA to the accompanying financial statements.

	For the Six Months Ended June 30,	
	2012	2011
	(In thousands)	
EBITDA	$ 1,651,734	$ 2,159,710
Interest expense, net	(220,021)	(248,856)
Income tax (provision) benefit, net	(337,854)	(559,954)
Depreciation and amortization	(507,817)	(466,746)
Net income (loss) attributable to DISH Network	$ 586,042	$ 884,154

EBITDA is not a measure determined in accordance with GAAP and should not be considered a substitute for operating income, net income or any other measure determined in accordance with GAAP. EBITDA is used as a measurement of operating efficiency and overall financial performance and we believe it to be a helpful measure for those evaluating companies in the pay-TV industry. Conceptually, EBITDA measures the amount of income generated each period that could be used to service debt, pay taxes and fund capital expenditures. EBITDA should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

Income tax (provision) benefit, net. Our income tax provision was $338 million during the six months ended June 30, 2012, a decrease of $222 million compared to the same period in 2011. The decrease in the provision was primarily related to the decrease in "Income (loss) before income taxes" and a decrease in our effective tax rate. Our effective tax rate was positively impacted by the change in our valuation allowances against certain deferred tax assets that are capital in nature.

Net income (loss) attributable to DISH Network. " Net income (loss) attributable to DISH Network" was $586 million during the six months ended June 30, 2012, a decrease of $298 million compared to $884 million for the same period in 2011. This decrease was primarily attributable to the changes in revenue and expenses discussed above.

LIQUIDITY AND CAPITAL RESOURCES

Cash, Cash Equivalents and Current Marketable Investment Securities

We consider all liquid investments purchased within 90 days of their maturity to be cash equivalents. See "Item 3. — Quantitative and Qualitative Disclosures About Market Risk" for further discussion regarding our marketable investment securities. As of June 30, 2012, our cash, cash equivalents and current marketable investment securities totaled $4.839 billion compared to $2.041 billion as of December 31, 2011, an increase of $2.798 million. This increase in cash, cash equivalents and current marketable investment securities was primarily related to cash generated from operations of $1.348 billion, and the net proceeds of $1.890 billion related to the issuance of our 5 7/8% Senior Notes due 2022 and our 4 5/8% Senior Notes due 2017, partially offset by capital expenditures of $420 million.

We have investments in various debt and equity instruments including corporate bonds, corporate equity securities, government bonds and variable rate demand notes ("VRDNs"). VRDNs are long-term floating rate municipal bonds with embedded put options that allow the bondholder to sell the security at par plus accrued interest. All of the put options are secured by a pledged liquidity source. Our VRDN portfolio is comprised of investments in many municipalities, which are backed by financial institutions or other highly rated companies that serve as the pledged liquidity source. While they are classified as marketable investment securities, the put option allows VRDNs to be liquidated generally on a same day or on a five business day settlement basis. As of June 30, 2012 and December 31, 2011, we held VRDNs, within our current marketable investment securities portfolio, with fair values of $49 million and $161 million, respectively.

Cash Flow

The following discussion highlights our cash flow activities during the six months ended June 30, 2012.

Cash flows from operating activities

For the six months ended June 30, 2012, we reported "Net cash flows from operating activities" of $1.348 billion primarily attributable to $992 million of net income adjusted to exclude non-cash charges for "Depreciation and amortization" expense and "Realized and unrealized losses (gains) on investments," as well as a source of cash related to the changes in operating assets and liabilities related to timing differences between book expense and cash payments.

Cash flows from investing activities

For the six months ended June 30, 2012, we reported net cash outflows from investing activities of $1.289 billion primarily related to capital expenditures of $420 million, net purchases of marketable investment securities of $775 million and purchases of strategic investments of $77 million. The capital expenditures included $336 million associated with our subscriber acquisition and retention lease programs, and $84 million of other corporate capital expenditures. The purchases of strategic investments included net payments in connection with the DBSD Transaction of $40 million and the TerreStar Transaction of $37 million.

Cash flows from financing activities

For the six months ended June 30, 2012, we reported net cash inflows from financing activities of $1.927 billion primarily related to the net proceeds of $1.890 billion related to the issuance of our 5 7/8% Senior Notes due 2022 and our 4 5/8% Senior Notes due 2017.

Free Cash Flow

We define free cash flow as "Net cash flows from operating activities" less "Purchases of property and equipment," as shown on our Condensed Consolidated Statements of Cash Flows. We believe free cash flow is an important liquidity metric because it measures, during a given period, the amount of cash generated that is available to repay debt obligations, make investments, fund acquisitions and for certain other activities. Free cash flow is not a measure determined in accordance with GAAP and should not be considered a substitute for "Operating income," "Net income," "Net cash flows from operating activities" or any other measure determined in accordance with GAAP. Since free cash flow includes investments in operating assets, we believe this non-GAAP liquidity measure is useful in addition to the most directly comparable GAAP measure "Net cash flows from operating activities."

During the six months ended June 30, 2012 and 2011, free cash flow was significantly impacted by changes in operating assets and liabilities and in "Purchases of property and equipment" as shown in the "Net cash flows from operating activities" and "Net cash flows from investing" sections, respectively, of our Condensed Consolidated Statements of Cash Flows included herein. Operating asset and liability balances can fluctuate significantly from period to period and there can be no assurance that free cash flow will not be negatively impacted by material changes in operating assets and liabilities in future periods, since these changes depend upon, among other things, management's timing of payments and control of inventory levels, and cash receipts. In addition to fluctuations resulting from changes in operating assets and liabilities, free cash flow can vary significantly from period to period depending upon, among other things, subscriber growth, subscriber revenue, subscriber churn, subscriber acquisition costs including amounts capitalized under our equipment lease programs, operating efficiencies, increases or decreases in purchases of property and equipment, and other factors.

The following table reconciles free cash flow to "Net cash flows from operating activities."

	For the Six Months Ended June 30,	
	2012	2011
	(In thousands)	
Free cash flow	$ 927,879	$ 855,601
Add back:		
Purchases of property and equipment	420,185	402,744
Net cash flows from operating activities	$ 1,348,064	$ 1,258,345

Subscriber Base

DISH added approximately 94,000 net subscribers during the six months ended June 30, 2012, compared to a loss of approximately 77,000 net subscribers during the same period in 2011. The increase versus the same period in 2011 primarily resulted from a decrease in our average monthly subscriber churn rate and higher gross new subscriber activations due to increased advertising associated with our Hopper set-top box during the second quarter 2012. See "Results of Operations" above for further discussion. There are a number of factors that impact our future cash flow compared to the cash flow we generate at any given point in time, including subscriber churn and how successful we are at retaining our current subscribers. As we lose subscribers from our existing base, the positive cash flow from that base is correspondingly reduced.

Satellites

Operation of the DISH branded pay-TV service requires that we have adequate satellite transmission capacity for the programming we offer. Moreover, current competitive conditions require that we continue to expand our offering of new programming, particularly by expanding local HD coverage and offering more national HD channels. While we generally have had in-orbit satellite capacity sufficient to transmit our existing channels and some backup capacity to recover the transmission of certain critical programming, our backup capacity is limited. In the event of a failure or loss of any of our satellites, we may need to acquire or lease additional satellite capacity or relocate one of our other satellites and use it as a replacement for the failed or lost satellite. Such a loss or failure could result in a prolonged loss of critical programming or a significant delay in our plans to expand programming as necessary to remain competitive and cause us to expend a significant portion of our cash to acquire or lease additional satellite capacity.

Security Systems

Increases in theft of our signal or our competitors' signals could, in addition to reducing new subscriber activations, also cause subscriber churn to increase. We use microchips embedded in credit card-sized access cards, called "smart cards," or security chips in our receiver systems to control access to authorized programming content ("Security Access Devices"). Our signal encryption has been compromised in the past and may be compromised in the future even though we continue to respond with significant investment in security measures, such as Security Access Device replacement programs and updates in security software, that are intended to make signal theft more difficult. It has been our prior experience that security measures may only be effective for short periods of time or not at all and that we remain susceptible to additional signal theft. During 2009, we completed the replacement of our Security Access Devices and re-secured our system. We expect additional future replacements of these devices will be necessary to keep our system secure. We cannot ensure that we will be successful in reducing or controlling theft of our programming content and we may incur additional costs in the future if our system's security is compromised.

Stock Repurchases

Our Board of Directors previously authorized the repurchase of up to $1.0 billion of our Class A common stock. On November 1, 2011, our Board of Directors extended the plan and authorized an increase in the maximum dollar value of shares that may be repurchased under the plan, such that we are currently authorized to repurchase up to $1.0 billion of outstanding shares of our Class A common stock through and including December 31, 2012. As of June 30, 2012, we may repurchase up to $1.0 billion under this plan.

Subscriber Acquisition and Retention Costs

We incur significant upfront costs to acquire subscribers, including advertising, retailer incentives, equipment subsidies, installation services, and new customer promotions. While we attempt to recoup these upfront costs over the lives of their subscription, there can be no assurance that we will. We employ business rules such as minimum credit requirements and we strive to provide outstanding customer service, to increase the likelihood of customers keeping their DISH service over longer periods of time. Our subscriber acquisition costs may vary significantly from period to period.

We incur significant costs to retain our existing customers, mostly by upgrading their equipment to HD and DVR receivers. As with our subscriber acquisition costs, our retention spending includes the cost of equipment and installation services. In certain circumstances, we also offer free programming and/or promotional pricing for limited periods for existing customers in exchange for a commitment to receive service for a minimum term. A component of our retention efforts includes the installation of equipment for customers who move. Our subscriber retention costs may vary significantly from period to period.

Seasonality

Historically, the first half of the year generally produces fewer gross new subscriber activations than the second half of the year, as is typical in the pay-TV service industry. In addition, the first and fourth quarter generally produce a lower churn rate than the second and third quarter. However, we can not provide assurance that this will continue in the future.

Covenants and Restrictions Related to our Senior Notes

The indentures related to our outstanding senior notes contain restrictive covenants that, among other things, impose limitations on the ability of DISH DBS Corporation ("DISH DBS") and its restricted subsidiaries to: (i) incur additional indebtedness; (ii) enter into sale and leaseback transactions; (iii) pay dividends or make distributions on DISH DBS' capital stock or repurchase DISH DBS' capital stock; (iv) make certain investments; (v) create liens; (vi) enter into certain transactions with affiliates; (vii) merge or consolidate with another company; and (viii) transfer or sell assets. Should we fail to comply with these covenants, all or a portion of the debt under the senior notes could become immediately payable. The senior notes also provide that the debt may be required to be prepaid if certain change-in-control events occur. As of the date of filing, DISH DBS was in compliance with the covenants.

Other

We are also vulnerable to fraud, particularly in the acquisition of new subscribers. While we are addressing the impact of subscriber fraud through a number of actions, there can be no assurance that we will not continue to experience fraud, which could impact our subscriber growth and churn. Sustained economic weakness may create greater incentive for signal theft and subscriber fraud, which could lead to higher subscriber churn and reduced revenue.

Obligations and Future Capital Requirements

Future Capital Requirements

5 7/8% Senior Notes Due 2022

On July 26, 2012, we issued an additional $1.0 billion aggregate principal amount of our ten-year, 5 7/8% Senior Notes due July 15, 2022 at an issue price of 100.75% plus accrued interest from May 16, 2012. Interest accrues at an annual rate of 5 7/8% and is payable semi-annually in cash, in arrears on January 15 and July 15 of each year, commencing on January 15, 2013. These notes were issued as additional notes under the related indenture, pursuant to which we issued on May 16, 2012 $1.0 billion in aggregate principal amount of our 5 7/8% Senior Notes due 2022. These notes and the notes previously issued under the related indenture will be treated as a single class of debt securities under the related indenture.

Wireless Spectrum

In 2008, we paid $712 million to acquire certain 700 MHz wireless spectrum licenses, which were granted to us by the FCC in February 2009 subject to certain build-out requirements. To commercialize these licenses and satisfy the associated FCC build-out requirements, we will be required to make significant additional investments or partner with others to, among other things, finance the commercialization and build-out requirements of these licenses and our integration efforts including compliance with regulations applicable to these licenses. Depending on the nature and scope of such commercialization and build-out, any such investment or partnership could vary significantly, which may affect our future financial condition or results of operations. Part or all of these licenses may be terminated if the associated FCC build-out requirements are not satisfied. There can be no assurance that we will be able to develop and implement a business model that will realize a return on these investments and profitably deploy the spectrum represented by the 700 MHz licenses.

On March 2, 2012, the FCC approved the transfer of 40 MHz of 2 GHz wireless spectrum licenses held by DBSD North America and TerreStar to us. On March 9, 2012, we completed the DBSD Transaction and the TerreStar

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Continued

Transaction, pursuant to which we acquired, among other things, certain satellite assets and wireless spectrum licenses held by DBSD North America and TerreStar. The total consideration to acquire these assets was approximately $2.860 billion. This amount includes $1.364 billion for the DBSD Transaction, $1.382 billion for the TerreStar Transaction, and the net payment of $114 million to Sprint pursuant to the Sprint Settlement Agreement.

Our consolidated FCC applications for approval of the license transfers from DBSD North America and TerreStar were accompanied by requests for waiver of the FCC's MSS "integrated service" and spare satellite requirements and various technical provisions. The FCC denied our requests for waiver of the integrated service and spare satellite requirements. The FCC has not yet acted on the request for waiver of various technical provisions, and we cannot predict the outcome or timing of any action by the FCC with respect to that waiver request. Waiver of the integrated service requirement would have allowed us to offer single-mode terrestrial terminals to customers who do not desire satellite functionality. On March 21, 2012, the FCC released an NPRM that could result in the elimination of the integrated service and other requirements that attach to the 2 GHz licenses. Among other things, the FCC has proposed to modify our licenses to allow us to offer single-mode terrestrial terminals to customers who do not desire satellite functionality. The NPRM was published in the Federal Register on April 17, 2012. Initial comments on the NPRM were due on or before May 17, 2012, and reply comments were due on or before June 1, 2012. We submitted filings in the initial comment round and in the reply comment round. While the FCC has indicated its intent to complete the NPRM during 2012, we cannot predict the outcome or timing of the NPRM, including, without limitation, any associated build-out requirements with which we may need to comply to avail ourselves of any changes to the rules.

As a result of the completion of the DBSD Transaction and the TerreStar Transaction, we will likely be required to make significant additional investments or partner with others to, among other things, finance the commercialization and build-out requirements of these licenses and our integration efforts including compliance with regulations applicable to the acquired licenses. Depending on the nature and scope of such commercialization and build-out, any such investment or partnership could vary significantly. There can be no assurance that we will be able to develop and implement a business model that will realize a return on these spectrum investments or that we will be able to profitably deploy the assets represented by these spectrum investments, which may affect the carrying value of these assets and our future financial condition or results of operations.

Voom HD Holdings

If Voom prevails in its breach of contract suit against us, we could be required to pay substantial damages, which would have a material adverse affect on our financial position and results of operations. In January 2008, Voom filed a lawsuit against our wholly-owned subsidiary, DISH Network L.L.C., in New York Supreme Court, alleging breach of contract and other claims arising from our termination of the affiliation agreement governing carriage of certain Voom HD channels on the DISH branded pay-TV service. At that time, Voom also sought a preliminary injunction to prevent us from terminating the agreement. The Court denied Voom's request, finding, among other things, that Voom had not demonstrated that it was likely to prevail on the merits. In April 2010, we and Voom each filed motions for summary judgment. Voom later filed two motions seeking discovery sanctions. On November 9, 2010, the Court issued a decision denying both motions for summary judgment, but granting Voom's motions for discovery sanctions. The Court's decision provides for an adverse inference jury instruction at trial and precludes our damages expert from testifying at trial. We appealed the grant of Voom's motion for discovery sanctions to the New York State Supreme Court, Appellate Division, First Department. On February 15, 2011, the appellate court granted our motion to stay the trial pending our appeal. On January 31, 2012, the appellate court affirmed the order imposing discovery sanctions and precluding our damages expert from testifying at trial. We sought leave to appeal to New York's highest state court, the Court of Appeals, but that motion was denied on April 26, 2012. The trial date has been set for September 18, 2012. Voom is claiming over $2.5 billion in damages.

Strategic Investments or Acquisitions

From time to time we evaluate opportunities for strategic investments or acquisitions that may complement our current services and products, enhance our technical capabilities, improve or sustain our competitive position, or otherwise offer growth opportunities. We may make investments in or partner with others to expand our business into mobile and portable video, IPTV, data and voice services. Future material investments or acquisitions may require that we obtain additional capital, assume third party debt or incur other long-term obligations.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS — Continued

Investments in ARS/MBS

A portion of our investment portfolio is invested in auction rate securities ("ARS"), mortgage backed securities ("MBS"), and strategic investments, and as a result a portion of our portfolio has restricted liquidity. Liquidity in the markets for these investments has been adversely impacted. If the credit ratings of these securities deteriorate or the lack of liquidity in the marketplace continues, we may be required to record impairment charges. Moreover, the sustained uncertainty of domestic and global financial markets has greatly affected the volatility and value of our marketable investment securities. To the extent we require access to funds, we may need to sell these securities under unfavorable market conditions, record further impairment charges and fall short of our financing needs.

Off-Balance Sheet Arrangements

Other than the "Guarantees" disclosed in Note 11 in the Notes to our Condensed Consolidated Financial Statements, we generally do not engage in off-balance sheet financing activities.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risks Associated With Financial Instruments

Our investments and debt are exposed to market risks, discussed below.

Cash, Cash Equivalents and Current Marketable Investment Securities

As of June 30, 2012, our cash, cash equivalents and current marketable investment securities had a fair value of $4.839 billion. Of that amount, a total of $4.102 billion was invested in: (a) cash; (b) VRDNs convertible into cash at par value plus accrued interest generally in five business days or less; (c) debt instruments of the United States Government and its agencies; (d) commercial paper and corporate notes with an overall average maturity of less than one year and rated in one of the four highest rating categories by at least two nationally recognized statistical rating organizations; and/or (e) instruments with similar risk, duration and credit quality characteristics to the commercial paper and corporate obligations described above. The primary purpose of these investing activities has been to preserve principal until the cash is required to, among other things, fund operations, make strategic investments and expand the business. Consequently, the size of this portfolio fluctuates significantly as cash is received and used in our business. The value of this portfolio is negatively impacted by credit losses; however, this risk is mitigated through diversification that limits our exposure to any one issuer.

Interest Rate Risk

A change in interest rates would affect the fair value of our cash, cash equivalents and current marketable investment securities portfolio; however, we normally hold these investments to maturity. Based on our June 30, 2012 current non-strategic investment portfolio of $4.102 billion, a hypothetical 10% change in average interest rates would not have a material impact on the fair value due to the limited duration of our investments.

Our cash, cash equivalents and current marketable investment securities had an average annual rate of return for the six months ended June 30, 2012 of 0.6%. A change in interest rates would affect our future annual interest income from this portfolio, since funds would be re-invested at different rates as the instruments mature. A hypothetical 10% decrease in average interest rates during 2012 would result in a decrease of approximately $2 million in annual interest income.

Strategic Marketable Investment Securities

As of June 30, 2012, we held strategic and financial debt and equity investments of public companies with a fair value of $737 million. These investments, which are held for strategic and financial purposes, are concentrated in a small number of companies, are highly speculative and have experienced and continue to experience volatility. In addition, a significant portion of the value of these investments is concentrated in the debt securities of a single issuer. That single issuer has indicated that it will need substantial additional capital to meet its business and financial obligations beyond the next 12 months. The fair value of certain of the debt securities in our investment

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK - Continued

portfolio, including those of that single issuer, can be adversely impacted by, among other things, the issuers' respective performance and ability to obtain any necessary additional financing on acceptable terms, or at all.

The fair value of our strategic and financial debt and equity investments can be significantly impacted by the risk of adverse changes in securities markets generally, as well as risks related to the performance of the companies whose securities we have invested in, risks associated with specific industries, and other factors. These investments are subject to significant fluctuations in fair value due to the volatility of the securities markets and of the underlying businesses. In general, the debt instruments held in our strategic marketable investment securities portfolio are not significantly impacted by interest rate fluctuations as their value is more closely related to factors specific to the underlying business. A hypothetical 10% adverse change in the price of our public strategic debt and equity investments would result in a decrease of approximately $74 million in the fair value of these investments.

Restricted Cash and Marketable Investment Securities and Noncurrent Marketable and Other Investment Securities

Restricted Cash and Marketable Investment Securities

As of June 30, 2012, we had $134 million of restricted cash and marketable investment securities invested in: (a) cash; (b) VRDNs convertible into cash at par value plus accrued interest generally in five business days or less; (c) debt instruments of the United States Government and its agencies; (d) commercial paper and corporate notes with an overall average maturity of less than one year and rated in one of the four highest rating categories by at least two nationally recognized statistical rating organizations; and/or (e) instruments with similar risk, duration and credit quality characteristics to the commercial paper described above. Based on our June 30, 2012 investment portfolio, a hypothetical 10% increase in average interest rates would not have a material impact in the fair value of our restricted cash and marketable investment securities.

Noncurrent Auction Rate and Mortgage Backed Securities

As of June 30, 2012, we held investments in ARS and MBS of $104 million, which are reported at fair value. Events in the credit markets have reduced or eliminated current liquidity for certain of our ARS and MBS investments. As a result, we classify these investments as noncurrent assets as we intend to hold these investments until they recover or mature, and therefore interest rate risk associated with these securities is mitigated. A hypothetical 10% adverse change in the price of these investments would result in a decrease of approximately $10 million in the fair value of these investments.

Long-Term Debt

As of June 30, 2012, we had long-term debt of $9.143 billion, excluding capital lease obligations, on our Condensed Consolidated Balance Sheets. We estimated the fair value of this debt to be approximately $9.832 billion using quoted market prices for our publicly traded debt, which constitutes approximately 99% of our debt. The fair value of our debt is affected by fluctuations in interest rates. A hypothetical 10% decrease in assumed interest rates would increase the fair value of our debt by approximately $241 million. To the extent interest rates increase, our costs of financing would increase at such time as we are required to refinance our debt. As of June 30, 2012, a hypothetical 10% increase in assumed interest rates would increase our annual interest expense by approximately $62 million.

Derivative Financial Instruments

From time to time, we speculate using derivative financial instruments; such amounts, however, are typically insignificant.

Item 4. CONTROLS AND PROCEDURES

Conclusion regarding disclosure controls and procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in internal control over financial reporting

On March 9, 2012, we completed the DBSD Transaction and the TerreStar Transaction. We are currently integrating policies, processes, people, technology and operations for each of the combined companies. Management will continue to evaluate our internal control over financial reporting as we execute integration activities. Except as discussed above, there has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

We are involved in a number of legal proceedings (including those described below) concerning matters arising in connection with the conduct of our business activities. Many of these proceedings are at preliminary stages, and many of these proceedings seek an indeterminate amount of damages. We regularly evaluate the status of the legal proceedings in which we are involved to assess whether a loss is probable or there is a reasonable possibility that a loss or an additional loss may have been incurred and to determine if accruals are appropriate. If accruals are not appropriate, we further evaluate each legal proceeding to assess whether an estimate of the possible loss or range of possible loss can be made.

For certain cases described on the following pages, management is unable to provide a meaningful estimate of the possible loss or range of possible loss because, among other reasons, (i) the proceedings are in various stages; (ii) damages have not been sought; (iii) damages are unsupported and/or exaggerated; (iv) there is uncertainty as to the outcome of pending appeals or motions; (v) there are significant factual issues to be resolved; and/or (vi) there are novel legal issues or unsettled legal theories to be presented or a large number of parties (as with many patent-related cases). For these cases, however, management does not believe, based on currently available information, that the outcomes of these proceedings will have a material adverse effect on our financial condition, though the outcomes could be material to our operating results for any particular period, depending, in part, upon the operating results for such period.

c4cast.com, Inc.

On May 7, 2012, c4cast.com, Inc. filed a complaint against us and our wholly-owned subsidiary, Blockbuster L.L.C., in the United States District Court for the Eastern District of Texas alleging infringement of United States Patent No. 7,958,204 (the "'204 patent"), which is entitled "Community-Selected Content." The '204 patent relates to systems, methods and techniques for providing resources to participants over an electronic network.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Channel Bundling Class Action

During 2007, a purported class of cable and satellite subscribers filed an antitrust action against our wholly-owned subsidiary, DISH Network L.L.C., in the United States District Court for the Central District of California. The suit also names as defendants DirecTV, Comcast, Cablevision, Cox, Charter, Time Warner, Inc., Time Warner Cable, NBC Universal, Viacom, Fox Entertainment Group and Walt Disney Company. The suit alleges, among other things, that the defendants engaged in a conspiracy to provide customers with access only to bundled channel offerings as opposed to giving customers the ability to purchase channels on an "a la carte" basis. On October 16, 2009, the District Court entered an order granting the defendants' motion to dismiss with prejudice. On June 3, 2011, the U.S. Court of Appeals for the Ninth Circuit affirmed the District Court's order. The plaintiff class sought rehearing en banc. On October 31, 2011, the Ninth Circuit issued an order vacating the previous June 3, 2011 order, directing that a 3-judge panel be reconstituted, and denying the plaintiff class' motion for rehearing. On March 30, 2012, the reconstituted panel of the Ninth Circuit again affirmed the District Court's order. On April 10, 2012, the plaintiff class again filed a petition for rehearing en banc, which was denied on May 4, 2012. On August 2, 2012, the plaintiff class filed a petition seeking review by the United States Supreme Court.

We intend to vigorously defend this case. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Cyberfone Systems, LLC (f/k/a LVL Patent Group, LLC)

On September 15, 2011, LVL Patent Group, LLC filed a complaint against our wholly-owned subsidiary, DISH Network L.L.C., as well as EchoStar, EchoStar Technologies L.L.C., a wholly-owned subsidiary of EchoStar, and DirecTV in the United States District Court for the District of Delaware alleging infringement of United States Patent No. 6,044,382, which is entitled "Data Transaction Assembly Server." DirecTV was dismissed from the case on January 4, 2012. On July 12, 2012, Cyberfone

Systems, LLC (f/k/a LVL Patent Group, LLC) filed the operative second amended complaint making the same claim.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

ESPN

During 2008, our wholly-owned subsidiary, DISH Network L.L.C., filed a lawsuit against ESPN, Inc., ESPN Classic, Inc., ABC Cable Networks Group, Soapnet L.L.C. and International Family Entertainment (collectively, "ESPN") for breach of contract in New York State Supreme Court. Our complaint alleges that ESPN failed to provide us with certain high-definition feeds of the Disney Channel, ESPN News, Toon and ABC Family. In October 2011, the jury returned a verdict in favor of the defendants. We intend to appeal.

ESPN had asserted a counterclaim alleging that we owed approximately $35 million under the applicable affiliation agreements. On April 15, 2009, the New York State Supreme Court granted, in part, ESPN's motion for summary judgment on the counterclaim, finding that we are liable for some of the amount alleged to be owing but that the actual amount owing is disputed. On December 29, 2010, the New York State Supreme Court, Appellate Division, First Department affirmed the partial grant of ESPN's motion on the counterclaim. After the partial grant of ESPN's motion for summary judgment, ESPN sought an additional $30 million under the applicable affiliation agreements. On March 15, 2010, the New York State Supreme Court affirmed the prior grant of ESPN's motion and ruled that we owe the full amount of approximately $66 million under the applicable affiliation agreement. As of December 31, 2010, we had $42 million recorded as a "Litigation accrual" on our Condensed Consolidated Balance Sheets.

On June 21, 2011, the First Department affirmed the New York Supreme Court's ruling that we owe approximately $66 million under the applicable affiliation agreements and, on October 18, 2011, denied our motion for leave to appeal that decision to New York's highest court, the New York Court of Appeals. We sought leave to appeal directly to the New York Court of Appeals and, on January 10, 2012, the New York Court of Appeals dismissed our motion for leave on the ground that the ruling upon which we appealed does not fully resolve all claims in the action. As a result of the First Department's June 2011 ruling, during 2011, we recorded $24 million of "Litigation Expense" on our Consolidated Statements of Operations and Comprehensive Income (Loss). On February 6, 2012, ESPN filed a motion seeking $5 million in attorneys' fees as the prevailing party on both our claim and ESPN's counterclaim, which we have opposed. As a result, during the six months ended June 30, 2012, we recorded $5 million of "General and administrative expenses" and increased our "Litigation accrual" to a total of $71 million related to this case as of June 30, 2012. This reflects our estimated exposure for ESPN's counterclaim. We intend to vigorously prosecute and defend this case.

The Hopper Litigation

On May 24, 2012, our wholly-owned subsidiary, DISH Network L.L.C., filed a lawsuit in the United States District Court for the Southern District of New York against American Broadcasting Companies, Inc., CBS Corporation, Fox Entertainment Group, Inc., Fox Television Holdings, Inc., Fox Cable Network Services, L.L.C. and NBCUniversal Media, LLC. In the lawsuit, we are seeking a declaratory judgment that we are not infringing any defendant's copyright, or breaching any defendant's retransmission consent agreement, by virtue of the AutoHop™ feature, which works in conjunction with the PrimeTime Anytime™ feature, on our Hopper™ set-top boxes. The AutoHop feature allows a subscriber, at his or her option, to watch certain recordings the subscriber made with our PrimeTime Anytime feature, commercial-free, if played back the next day after the show's original airing. The PrimeTime Anytime feature allows a user of our Hopper set-top box, at his or her option, to record certain HD primetime programs airing on ABC, CBS, Fox, and/or NBC up to every night, and to store those recordings for up to eight days.

Later on May 24, 2012, (i) Fox Broadcasting Company, Twentieth Century Fox Film Corp. and Fox Television Holdings, Inc. filed a lawsuit against us and DISH Network L.L.C. in the United States District Court for the Central District of California, alleging that the PrimeTime Anytime feature, the AutoHop feature, as well as Sling place-shifting functionality infringe their copyrights and breach their retransmission consent agreements, (ii) NBC Studios LLC, Universal Network Television, LLC, Open 4 Business Productions LLC and NBCUniversal Media, LLC filed a lawsuit against us and DISH Network L.L.C. in the United States District Court for the Central District of California, alleging that the PrimeTime Anytime feature and the AutoHop feature infringe their copyrights, and (iii) CBS Broadcasting Inc., CBS Studios Inc. and Survivor Productions LLC filed a lawsuit against us and DISH Network L.L.C. in the United States District Court for the Central District of California, alleging that the PrimeTime Anytime feature and the AutoHop feature infringe their copyrights. The Central District of California matters have been assigned to a single judge.

On July 2, 2012, the Court in our action in the Southern District of New York heard our motion for an anti-suit injunction to enjoin prosecution of the networks' respective lawsuits in the Central District of California (so that all of the matters could be heard and determined in a single action in the Southern District of New York) and Fox's, NBC's and CBS's motions to dismiss our complaint. In an order dated July 9, 2012, the Court denied our motion, granted the Fox defendants' motion and granted, in part, the NBC and CBS defendants' respective motions to dismiss our complaint, such that only our contract-based claims against the NBC and CBS defendants will proceed in the New York action. Our claims against the ABC defendants were unaffected by the Court's order. ABC has filed a counterclaim against us in the New York action, alleging breach of contract and copyright infringement claims.

We intend to vigorously prosecute and defend our position in these cases. In the event that a court ultimately determines that we infringe the asserted copyrights, we may be subject to substantial damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. In addition, as a result of this litigation, we may not be able to renew certain of our retransmission consent agreements and other programming agreements on favorable terms or at all. If we are unable to renew these agreements, there can be no assurance that we would be able to obtain substitute programming, or that such substitute programming would be comparable in quality or cost to our existing programming. Loss of access to existing programming could have a material adverse effect on our business, financial condition and results of operations, including, among other things, our gross new subscriber activations and subscriber churn rate. We cannot predict with any degree of certainty the outcome of these suits or determine the extent of any potential liability or damages.

Norman IP Holdings, Inc.

On September 15, 2011, Norman IP Holdings, Inc. ("Norman") filed a patent infringement complaint against Brother International Corporation and Lexmark International Corporation in the United States District Court for the Eastern District of Texas alleging infringement of U.S. Patent No. 5,592,555 (the "'555 patent") and U.S. Patent No. 5,502,689 (the "'689 patent"). On December 9, 2011, Norman filed a first amended complaint that added Ricoh Americas Corporation and dropped Brother International Corporation as a defendant. On January 27, 2012, Norman filed a second amended complaint that added us as a defendant, in addition to adding Belkin International, Inc., BMW of North America LLC, Daimler North America Corporation, Mercedes-Benz USA, LLC, D-Link Systems, Inc., Ford Motor Company, Garmin International, Inc., Garmin USA, Inc., General Electric Company, General Motors Company, JVC Americas Corporation, Novatel Wireless, Inc., Novatel Wireless Solutions, Inc., Novatel Wireless Technology, Inc., TomTom, Inc., ViewSonic Corporation, Vizio, Inc., Volkswagen Group of America, Inc., Xerox Corporation, ZTE USA, Inc., and ZTE Solutions, Inc. The '555 patent relates to a wireless communications privacy method and system and the '689 patent relates to a clock generator capable of shut-down mode and clock generation method. Norman is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe any of the asserted patents, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

NorthPoint Technology, Ltd.

On July 2, 2009, NorthPoint Technology, Ltd. ("NorthPoint") filed suit against us, EchoStar and DirecTV in the United States District Court for the Western District of Texas alleging infringement of United States Patent No.

6,208,636 (the "'636 patent"). The '636 patent relates to the use of multiple low-noise block converter feedhorns, or LNBFs, which are antennas used for satellite reception. On April 21, 2011, the U.S. Patent and Trademark Office issued an order granting reexamination of the '636 patent. On June 21, 2011, the District Court entered summary judgment in our favor, finding that all asserted claims of the '636 patent are invalid. NorthPoint appealed and, on May 11, 2012, the United States Court of Appeals for the Federal Circuit affirmed the District Court's judgment.

We cannot predict with certainty whether NorthPoint will seek further appeal or the outcome of any appeal or extent of any potential liability or damages if they are successful on appeal. If they do appeal, we intend to vigorously defend this case. In the event that an appeal were successful and a court ultimately determined that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers.

Olympic Developments AG, LLC

On January 20, 2011, Olympic Developments AG, LLC ("Olympic") filed suit against our wholly-owned subsidiary, DISH Network L.L.C., Atlantic Broadband, Inc., Bright House Networks, LLC, Cable One, Inc., Cequel Communications Holdings I, LLC, CSC Holdings, LLC, GCI Communication Corp., Insight Communications Company, Inc., Knology, Inc., Mediacom Communications Corporation and RCN Telecom Services, LLC in the United States District Court for the Central District of California alleging infringement of United States Patent Nos. 5,475,585 and 6,246,400. The patents relate to on-demand services. Olympic is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein. On June 13, 2011, the case was transferred to the Northern District of California. On November 4, 2011, the case was stayed pending reexamination by the U.S. Patent and Trademark Office.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patents, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Personalized Media Communications, Inc.

During 2008, Personalized Media Communications, Inc. ("PMC") filed suit against us, EchoStar and Motorola Inc. in the United States District Court for the Eastern District of Texas alleging infringement of United States Patent Nos. 5,109,414, 4,965,825, 5,233,654, 5,335,277, and 5,887,243, which relate to satellite signal processing. PMC is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein. Subsequently, Motorola Inc. settled with PMC, leaving EchoStar and us as defendants. On July 18, 2012, pursuant to a Court order, PMC filed a Second Amended Complaint that added Rovi Guides, Inc. (f/k/a/ Gemstar-TV Guide International, Inc.) and TVG-PMC, Inc. (collectively, "Gemstar") as a party, and added a new claim against all defendants seeking a declaratory judgment as to the scope of Gemstar's license to the patents in suit, under which we and EchoStar are sublicensees. The Court has stayed all deadlines in the case (trial had been set for August 20, 2012) pending entry of a new Docket Control Order.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe any of the asserted patents, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Premier International Associates, LLC

On August 3, 2012, Premier International Associates, LLC ("Premier International Associates") filed a complaint against us, our wholly-owned subsidiaries DISH DBS and DISH Network L.L.C., and EchoStar and its wholly-owned subsidiary EchoStar Technologies L.L.C., in the United States District Court for the Northern District of Illinois alleging infringement of United States Patent No. 6,243,725 (the "'725 patent"), which is entitled "List Building System." The '725 patent relates to a system for building an inventory of audio/visual works. Premier International Associates is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Preservation Technologies, LLC

In December 2011, Preservation Technologies, LLC ("Preservation Technologies") filed suit against us in the United States District Court for the Central District of California. In the Operative Fifth Amended Complaint, filed on May 24, 2012, Preservation Technologies also names Netflix, Inc., Facebook, Inc., Hulu, LLC, AT&T Services, Inc., Cox Communications, Inc., Time Warner Cable, Inc., The Walt Disney Company, American Broadcasting Companies, Inc. and Yahoo! Inc. as defendants. Preservation Technologies alleges that our BLOCKBUSTER On Demand, DISH branded pay-TV and DISH Online services infringe U.S. Patent Nos.

5,813,014, 5,832,499, 6,092,080, 6,353,831, 6,574,638, 6,199,060, 5,832,495, 6,549,911, 6,212,527 and 6,477,537. The patents relate to digital libraries, the management of multimedia assets, and the cataloging of multimedia data. Preservation Technologies is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein. Time Warner Cable Inc. was dismissed from the case on July 19, 2012.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patents, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Ronald A. Katz Technology Licensing, L.P.

During 2007, Ronald A. Katz Technology Licensing, L.P. ("Katz") filed a patent infringement action against our wholly-owned subsidiary, DISH Network L.L.C., in the United States District Court for the Northern District of California. The suit alleges infringement of 19 patents owned by Katz. The patents relate to interactive voice response, or IVR, technology. The case has been transferred and consolidated for pretrial purposes in the United States District Court for the Central District of California by order of the Judicial Panel on Multidistrict Litigation. Only four patents remain in the case against us, one of which is subject to a reexamination request before the U.S. Patent and Trademark Office, which was filed on February 13, 2012.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe any of the asserted patents, we may be subject to substantial damages, which may include treble damages and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Technology Development and Licensing L.L.C.

On January 22, 2009, Technology Development and Licensing L.L.C. ("TDL") filed suit against us and EchoStar in the United States District Court for the Northern District of Illinois alleging infringement of United States Patent No. Re. 35,952, which relates to certain favorite channel features. TDL is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein. In July 2009, the Court granted our motion to stay the case pending two reexamination petitions before the U.S. Patent and Trademark Office.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

TQP Development, LLC

On April 4, 2012, TQP Development, LLC ("TQP Development") filed suit against our wholly-owned subsidiary, DISH Network L.L.C., in the United States District Court for the Eastern District of Texas alleging infringement of United States Patent No. 5,412,730 titled "Encrypted Data Transmission System Employing Means for Randomly Altering the Encryption Keys." TQP Development is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Tse

On May 30, 2012, Ho Keung Tse filed a complaint against our wholly-owned subsidiary, Blockbuster L.L.C., in the United States District Court for the Eastern District of Texas alleging infringement of United States Patent No. 6,665,797, which is entitled "Protection of Software Again [sic] Against Unauthorized Use." Mr. Tse is the named inventor on the patent. On the same day that he sued Blockbuster, Mr. Tse filed a separate action in the same court alleging infringement of the same patent against Google, Samsung and HTC. He also has earlier-filed litigation on the same patent pending in the United States District Court for the Northern District of California against Sony Connect, Inc., Napster, Inc., Apple Computer, Inc., Realnetworks, Inc., and MusicMatch, Inc.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patent, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Vigilos, LLC

On February 23, 2011, Vigilos, LLC ("Vigilos") filed suit against EchoStar, two EchoStar subsidiaries, Sling Media, Inc. and EchoStar Technologies L.L.C., and Monsoon Multimedia, Inc. in the U.S. District Court for the Eastern District of Texas alleging infringement of U.S. Patent No. 6,839,731, which is entitled "System and Method for Providing Data Communication in a Device Network." Subsequently in 2011, Vigilos added DISH Network L.L.C., our wholly-owned subsidiary, as a defendant in its First Amended Complaint and the case was transferred to the Northern District of California. Later in 2011, Vigilos filed a Second Amended Complaint that added claims for infringement of a second patent, U.S. Patent No. 7,370,074, which is entitled "System and Method for Implementing Open-Protocol Remote Device Control." Vigilos is an entity that seeks to license an acquired patent portfolio without itself practicing any of the claims recited therein.

We intend to vigorously defend this case. In the event that a court ultimately determines that we infringe the asserted patents, we may be subject to substantial damages, which may include treble damages, and/or an injunction that could require us to materially modify certain features that we currently offer to consumers. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Voom HD Holdings

In January 2008, Voom filed a lawsuit against our wholly-owned subsidiary, DISH Network L.L.C., in New York Supreme Court, alleging breach of contract and other claims arising from our termination of the affiliation agreement governing carriage of certain Voom HD channels on the DISH branded pay-TV service. At that time, Voom also sought a preliminary injunction to prevent us from terminating the agreement. The Court denied Voom's request, finding, among other things, that Voom had not demonstrated that it was likely to prevail on the merits. In April 2010, we and Voom each filed motions for summary judgment. Voom later filed two motions seeking discovery sanctions. On November 9, 2010, the Court issued a decision denying both motions for summary judgment, but granting Voom's motions for discovery sanctions. The Court's decision provides for an adverse inference jury instruction at trial and precludes our damages expert from testifying at trial. We appealed the grant of Voom's motion for discovery sanctions to the New York State Supreme Court, Appellate Division, First Department. On January 31, 2012, the appellate court affirmed the order imposing discovery sanctions and precluding our damages expert from testifying at trial. We sought leave to appeal to New York's highest state court, the Court of Appeals, but that motion was denied on April 26, 2012. The trial date has been set for September 18, 2012. Voom is claiming over $2.5 billion in damages. We intend to vigorously defend this case. We cannot predict with any degree of certainty the outcome of the suit or determine the extent of any potential liability or damages.

Other

In addition to the above actions, we are subject to various other legal proceedings and claims which arise in the ordinary course of business, including, among other things, disputes with programmers regarding fees. In our opinion, the amount of ultimate liability with respect to any of these actions is unlikely to materially affect our financial position, results of operations or liquidity, though the outcomes could be material to our operating results for any particular period, depending, in part, upon the operating results for such period.

Item 1A. RISK FACTORS

Item 1A, "Risk Factors," of our Annual Report on Form 10-K for the year ended December 31, 2011 and our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012, include a detailed discussion of our risk factors.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Issuer Purchases of Equity Securities

The following table provides information regarding repurchases of our Class A common stock from April 1, 2012 through June 30, 2012.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (1)
	(In thousands, except share data)			
April 1 - April 30, 2012	—	$ —	—	$ 1,000,000
May 1 - May 31, 2012	—	$ —	—	$ 1,000,000
June 1 - June 30, 2012	—	$ —	—	$ 1,000,000
Total	—	$ —	—	$ 1,000,000

(1) Our Board of Directors previously authorized stock repurchases of up to $1.0 billion of our Class A common stock. On November 1, 2011, our Board of Directors extended the plan and authorized an increase in the maximum dollar value of shares that may be repurchased under the plan, such that we are currently authorized to repurchase up to $1.0 billion of our outstanding Class A common stock through and including December 31, 2012. Purchases under our repurchase program may be made through open market purchases, privately negotiated transactions, or Rule 10b5-1 trading plans, subject to market conditions and other factors. We may elect not to purchase the maximum amount of shares allowable under this program and we may also enter into additional share repurchase programs authorized by our Board of Directors.

PART II — OTHER INFORMATION — Continued

Item 6. EXHIBITS

(a) Exhibits.

4.1*	Indenture, relating to the 4 5/8% Senior Notes Due 2017, dated as of May 16, 2012 between DISH DBS Corporation, the guarantors named on the signature pages thereto and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of DISH Network Corporation filed May 16, 2012, Commission File No. 0-26176).
4.2*	Indenture, relating to the 5 7/8% Senior Notes Due 2022, dated as of May 16, 2012 between DISH DBS Corporation, the guarantors named on the signature pages thereto and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K of DISH Network Corporation filed May 16, 2012, Commission File No. 0-26176).
4.3*	Registration Rights Agreement, relating to the 4 5/8% Senior Notes Due 2017 and the 5 7/8% Senior Notes Due 2022, dated as of May 16, 2012, among DISH DBS Corporation, the guarantors named on the signature pages thereto and Deutsche Bank Securities Inc. (incorporated by reference from Exhibit 4.3 to the Current Report on Form 8-K of DISH Network Corporation filed May 16, 2012, Commission File No. 0-26176).
31.1 □	Section 302 Certification of Chief Executive Officer.
31.2 □	Section 302 Certification of Chief Financial Officer.
32.1 □	Section 906 Certification of Chief Executive Officer.
32.2 □	Section 906 Certification of Chief Financial Officer.
101 □	The following materials from the Quarterly Report on Form 10-Q of DISH Network for the quarter ended June 30, 2012, filed on August 8, 2012, formatted in eXtensible Business Reporting Language (“XBRL”): (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Operations and Comprehensive Income (Loss), (iii) Condensed Consolidated Statements of Cash Flows and (iv) related notes to these financial statements.

□ Filed herewith.

* Incorporated by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DISH NETWORK CORPORATION

By: /s/ *Joseph P. Clayton*
Joseph P. Clayton
President and Chief Executive Officer
(Duly Authorized Officer)

By: /s/ *Robert E. Olson*
Robert E. Olson
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: August 8, 2012

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
Section 302 Certification

I, Joseph P. Clayton, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of DISH Network Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2012

/s/ Joseph P. Clayton
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
Section 302 Certification

I, Robert E. Olson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of DISH Network Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2012

/s/ Robert E. Olson
Executive Vice President and Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
Section 906 Certification

Pursuant to 18 U.S.C. § 1350, the undersigned officer of DISH Network Corporation (the "Company") hereby certifies that to the best of his knowledge the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2012 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated:	August 8, 2012
Name:	*/s/ Joseph P. Clayton*
Title:	President and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION OF CHIEF FINANCIAL OFFICER
Section 906 Certification

Pursuant to 18 U.S.C. § 1350, the undersigned officer of DISH Network Corporation (the "Company") hereby certifies that to the best of his knowledge the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2012 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 8, 2012

Name: */s/ Robert E. Olson*

Title: Executive Vice President and
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 656

EXHIBIT 656

POSSIBLENOW™

Dish Network Calling Record Analysis (2007-2010)

Revised Expert Report of PossibleNOW
John Taylor

PossibleNOW, Inc. was retained by defendant Dish Network LLC's ("Dish") counsel Kelley, Drye and Warren LLP to analyze calling data from Dish Network that had previously been analyzed by the Federal Trade Commission ("FTC") and returned to Dish Network showing potential "hits" to the National Do Not Call Registry and potential hits to Dish Network's company-specific do not call list, and to provide expert opinion and testimony regarding the same. PossibleNOW is paid for the work performed based on the various hourly rates of the individuals and systems necessary to complete the work, with hourly fees ranging from approximately $100 to $250 per hour. PossibleNOW also bills for reimbursement of travel and other direct expenses. PossibleNOW's fees are not contingent on the outcome of this litigation.

This analysis was supervised, coordinated and summarized by John Taylor, Director, Project Management and Quality Assurance, at PossibleNOW. John joined PossibleNOW in 2004 and has worked at every level of its Do Not Call offerings to customers of PossibleNOW. He has managed data analysis projects for multiple companies that total over 2.5 billion calling records. John is a graduate of Excelsior College with a Bachelors of Science Degree (Liberal Arts) with minors in Business Management and History. He is a certified Project Management Professional (PMP) and a Certified Agile Practitioner (PMI-ACP). These certifications demonstrate his abilities in analyzing, planning, executing, reporting and closing projects through multiple project management techniques.

Initially in September 2011, the DISH call record information was provided in two files by the Department of Justice on behalf of the FTC without a description of what the files indicated. It was clear that at some level that the FTC had compared the data to some extent with phone numbers on the National Do Not Call Registry, but until the end of 2011, we did not receive an explanation of the FTC's data analysis. Once we received that information, we began the process of our DNC analysis.

Specifically, we evaluated all Dish Calling records against our National Do Not Call Registry Historical Research Database. PossibleNOW, Inc. began compiling this database in December 2005 based on the downloads of the National Do Not Call Registry since September 7, 2003. Between September 2003 and April 2004, we downloaded and verified the accuracy of our copy of the Registry weekly. Beginning in April 2004, PossibleNOW, Inc. began downloading the daily incremental update to the Registry and verifying its accuracy once and later twice per week. All of these downloads indicating adds and deletes to the National Do Not Call Registry have been kept in this historical research database that allows us to analyze telephone numbers and call dates to determine the status of that call on the Registry at the date and time of the call.

This analysis identifies whether the telephone number was on the Registry at the time of call. If so, we determined whether it was within the 31 day grace period. In our analysis of the three files presented, Fedy_tmy_ebrn, Fed_tmy_ebru, and inty_fedy_tmy_ebrna we found that all records were on the list for greater than 31 days at the time of the call. Thus, we did not eliminate any records through this process.

Our process then began to identify other reasons that the calls in the three files identified as Fed_tmy_ebrn, Fed_tmy_ebru and inty_fedy_tmy_ebrna (hereafter identified as ebrn, ebru, and ebrna) could be eliminated. We did this by examining the disposition of the call shown in the record, the campaign type (customer only, etc.), appointment scheduling, and inquiry-based EBR calling identified by campaign name and date, and finally intrastate calls were identified for elimination from the analysis.

Many clarifications and additional data allowed this expansion of the meanings of the and true status and purpose of the calls beyond the telephone number and call date.

As an additional clarifying point, we did not undertake analysis to determine whether any of the calls that were potentially placed to a phone number (as part of the records provided by the government) continued to be assigned to the person or household that had registered the number on the National Do Not Call Registry. Nor was this information provided as part of the records and analysis that the government provided.

In summary, we found as follows:

- For Conclusion 1, we were able to exclude 616,566 of the 1,112,125 hits identified by the government.
- For Conclusion 1A, we were able to exclude 1,960,318 of the 2,230,290 hits identified by the government.
- For Conclusion 2, we were able to exclude 884,937 of the 3,698,918 hits identified by the government.
- We also identified an overlap between the calling records in Conclusion 2 and Conclusions 1 (89,543) and 1A (175,450). Where the calls did not trigger either the NDCR or the DISH Internal Do Not Call list, we excluded them. 73,373 overlapping calls remain in Conclusion 1 and 118,036 remain in Conclusion 1A, but were removed from Conclusion 2 to avoid the overlap.

In addition, it is our understanding that DISH is presently undertaking a manual review effort to determine if additional hits identified by the government may be excluded. There also may be further reasons to exclude remaining hits based on information not in PossibleNOW's or DISH's possession, such as but not limited to business to business calling, invalid numbers, or other reasons.

Fed_tmy_ebrn in support of Conclusion 1 (1,112,125 records)

In Conclusion 1, the government concluded that "[f]or those National DNC Registry hits for which DISH asserted an EBR, 1,112,125 confirmed telemarketing calls were placed outside DISH's asserted EBR period." As set forth below, we were able to exclude 616,566 of the 1,112,125 hits identified by the government. In addition, it is our understanding that DISH is presently undertaking a manual review effort to determine if additional hits identified by the government may be excluded. There also may be further reasons to exclude remaining hits based on information not in PossibleNOW's or DISH's possession, such as but not limited to business to business calling, invalid numbers, or other reasons.

Disposition Analysis:

For each calling record in this file we analyzed the calling dispositions. Our analysis showed that 139,105 of the 1,112,125 calling records had dispositions that indicate a failure of the telephone to ring at the telephone number dialed (see table below):

**	SYSTEM CODE - Invalid
DBU	Busy
DC	Invalid Number
DIC	Operator Intercept
DND	No Dial Tone
DNR	No Ring Back
DRO	Reorder
DST	SIT Tone
SD	General Error

11,569 of these excluded calls overlap with calls identified in Conclusion 2. These failed dials do not trigger either the NDNCR rules or the company-specific internal do not call list and are therefore valid exclusions in this Conclusion.

Further analysis showed that 11,293 records had call dispositions that indicated business to business calling and collections activity (see table below). While there may have been other calls to business numbers that were not detected by DISH's internal disposition codes, based on the records we received, the government does not appear to have engaged in an analysis to exclude business to business calling.

BS	Business reached
ML	Payment Mailed
PD	Payment Posted Accou
PN	PDR no payment

1,461 of these excluded calls overlap with calls identified in Conclusion 2. These non-telemarketing calls do not trigger either the NDNCR rules or the company-specific internal do not call list and are therefore valid exclusions in this Conclusion.

Calling dispositions in this file also indicate that there were 10,529 calls that had a disposition code indicating a wrong number (WN) or No English Spoken (NE). These disposition codes indicate that the number was dialed in error and no solicitation was presented.

661 of these excluded calls overlap with calls identified in Conclusion 2. These non-solicitation dials do not trigger either the NDNCR rules or the company-specific internal do not call list and are therefore valid exclusions in this Conclusion.

In total, 160,927 calling records were eliminated from Fed_tmy_ebrn regarding Conclusion 1 based on call disposition [contact_result_code] and [code_description].

Current Customer Campaigns:

After eliminating hits based on non-telemarketing disposition codes we began to analyze the campaigns themselves. In many cases, there were campaigns that were only dialed to current customers. These calls are made to schedule appointments, notify the customer of changes to their accounts or offer new services. These calls are not made to customers who do not have a valid customer number nor had a deactivation date. This would indicate a current EBR relationship. We analyzed the campaign name [campaign] in the file and found 447,643 call records that fit this description based on campaign information provided by Dish Network.

447,643 calling records were eliminated from Fed_tmy_ebrn regarding Conclusion 1 based on customer only campaigns [campaign].

Refined EBR analysis:

In the government's description of their EBR analysis of the Dish Network calling records, they indicated that they used a 93 day EBR period from activation date and a 558 day period from last payment date. Based on the fact that both the activation and the last payment date indicate a transaction, we reanalyzed the file and found 67 occurrences where the call was within the EBR period when using the transactional period on the activation date instead of the lesser inquiry period used by the government.

67 calling records were eliminated from Fed_tmy_ebrn regarding Conclusion 1 based on refined EBR analysis using transactional EBR rules in the activation date analysis.

Intrastate calling analysis:

It does not appear in the government's analysis that it excluded intrastate calling. Using dialing location indicated by code in the campaign name [campaign] and the list of area codes [phone_number] assigned to the state of the dialing location we were able to identify and eliminate 7,929 intrastate calls from the potential issue file. Our source of area code association to states is in accordance with the area codes as listed on the National Do Not Call Registry.

780 of these excluded calls overlap with calls identified in Conclusion 2. These intrastate dials do not trigger either the NDNCR rules or the company-specific internal do not call list and are therefore valid exclusions in this Conclusion.

Analysis Summary for Conclusion 1:

Through the use of cascading summary analysis based on disposition analysis, current customer only campaign analysis and reanalysis of transactional EBR periods, we were able to exclude 616,566 of 1,112,125 records as valid exemptions or no harm calls. This leaves a remainder of 495,559 (44.5%) calls in the file referenced in Conclusion 1 (See table below). As noted previously, there may be further reasons to exclude remaining hits based on the additional manual review by DISH, as well as information not in PossibleNOW's or DISH's possession, such as but not limited to business to business calling, invalid numbers, or other reasons.

Fed_Tmy_ebrn.csv Conclusion 1

File	Reason	Count	
	Total Records in File	**1112125**	
1	No Call Records	139105	Telephone never rang
2	Non Telemarketing Calls	11293	Calls for payment and calls to businesses
3	Current Customer Campigns	447643	Calls to current customers only
4	Activation Date EBR	67	18 month EBR from Activation Date v. 93 days
5	WN and NE Disposition	10529	Wrong Number and No English, no solicitation
6	Intrastate Calls	7929	
	Total Excluded Calls	**616566**	Total calls excluded
7	**Remaining Calls**	**495559**	Total Calls Remaining
		1112125	

Individual files reflecting the excluded records by category and the remaining records files were generated as part of this analysis.

Fed_tmy_ebru in support of Conclusion 1A (2,230,290 records)

In Conclusion 1A, the government concluded that "[f]or those calls for which DISH had no EBR data, we found 2,230,290 confirmed telemarketing calls that were also National DNC Registry hits." As set forth below, we were able to exclude 1,960,318 of the 2,230,290 hits identified by the government. In addition, it is our understanding that DISH is presently undertaking a manual review effort to determine if additional hits identified by the government may be excluded. There also may be further reasons to exclude remaining hits based on information not in PossibleNOW's or DISH's possession, such as but not limited to business to business calling, invalid numbers, or other reasons.

Disposition Analysis:

For each calling record in this file we analyzed the calling dispositions [contact_result_code] and code_description]. Our analysis showed that 170,826 of the calling records had dispositions that indicate a failure of the telephone to ring at the telephone number dialed (see table below):

**	SYSTEM CODE - Invalid
DBU	Busy
DC	Invalid Number
DIC	Operator Intercept
DND	No Dial Tone
DNR	No Ring Back
DRO	Reorder
DST	SIT Tone
SD	General Error

15,349 of these excluded calls overlap with calls identified in Conclusion 2. These failed dials do not trigger either the NDNCR rules or the company-specific internal do not call list and are therefore valid exclusions in this Conclusion.

Further analysis showed that 31,423 records had call dispositions that indicated business to business calling and collections (see table below). While there may have been other calls to business numbers that were not detected by DISH's internal disposition codes, based on the records we received, the government does not appear to have engaged in an analysis to exclude business to business calling.

BS	Business reached
ML	Payment Mailed
PD	Payment Posted Accou
PN	PDR no payment

1,781 of these excluded calls overlap with calls identified in Conclusion 2. These non-telemarketing calls do not trigger either the NDNCR rules or the company-specific internal do not call list and are therefore valid exclusions in this Conclusion.

Calling dispositions in this file also indicate that there were 2,023 calls that had a disposition as wrong number (WN) or No English Spoken (NE). These dispositions indicate that the number was dialed in error or no English was spoken upon contact and no solicitation was presented.

97 of these excluded calls overlap with calls identified in Conclusion 2. These non-solicitation dials do not trigger either the NDNCR rules or the company-specific internal do not call list and are therefore valid exclusions in this Conclusion.

In total, 204,272 calling records were eliminated from Fed_tmy_ebru regarding Conclusion 1A based on call disposition [contact_result_code] and [code_description].

Non-telemarketing campaigns:

A list of campaigns that were only dialed in order to service the customer was analyzed. This analysis was done by excluding records dialed during these campaigns using the [campaign] field for identification. The purpose of these calls was to schedule or confirm work orders, installs, or were calls to customers acquired by Dish Network to confirm their payment information. We were able to exclude 62,679 calling records based on non-telemarketing [campaign] analysis.

3,547 of these excluded calls overlap with calls identified in Conclusion 2. These non-telemarketing dials do not trigger either the NDNCR rules or the company-specific internal do not call list and are therefore valid exclusions in this Conclusion.

Current Customer Campaigns:

After eliminating calls based on non-telemarketing disposition codes and campaigns we began to analyze the campaigns themselves. In many cases, there were campaigns that were only dialed to current customers. These calls are made to schedule appointments, notify the customer of changes to their accounts or offer new services. These calls are not made to customers who do not have a valid customer number or a deactivation date associated with their account. This would indicate a current existing EBR relationship. We analyzed the campaign name [campaign] in the file and found 817,716 call records that fit this description based on campaign information provided by Dish Network.
817,716 calling records were eliminated from Fed_tmy_ebru regarding Conclusion 1A based on customer only campaigns [campaign].

Inquiry EBR Campaign Identification and Evaluation:

Using the campaign names [campaign] in the file, we received information as to which campaigns were inquiries only calling campaigns. Each of the campaigns was identified with the letters LTS in the campaign name. Through the calling period the method of dating the campaign changed, but the LTS identifier did not. We received the dates of each of the campaigns from DISH records and we evaluated the calling records against those dates using 92 days (inquiry period -1 day for processing the inquiry into the dated calling campaign). Through this process we were able to identify 873,551 valid inquiry EBR calls based on campaign name, date and EBR period analysis. 873,551 calling records were eliminated from Fed_tmy_ebru regarding Conclusion 1A based on inquiry based EBR calling.

20,986 of these excluded calls overlap with calls identified in Conclusion 2. These calls were made in response to an inquiry after the date the number was added to the company-specific Do Not Call. These dials in response to an inquiry do not trigger either the NDNCR rules or the company-specific internal do not call list and are therefore valid exclusions in this Conclusion.

Intrastate calling analysis:

It does not appear in the government's analysis that it excluded intrastate calling. Using dialing location indicated by code in the campaign name [campaign] and the list of area codes [phone_number] assigned to the state of the dialing location we were able to identify and eliminate 2,100 intrastate calls from the potential issue file. Our source of area code association to states is in accordance with the area codes as listed on the National Do Not Call Registry.

319 of these excluded calls overlap with calls identified in Conclusion 2. These non-telemarketing dials do not trigger either the NDNCR rules or the company-specific internal do not call list and are therefore valid exclusions in this Conclusion.

Analysis Summary for Conclusion 1A:

Through the use of cascading summary analysis based on disposition analysis, current customer only campaign analysis, inquiry EBR identification and analysis, and intrastate calling analysis, we were able to exclude 1,960,318 of 2,230,290 records as valid exemptions or no harm calls. This leaves a remainder of 269,972 (12%) in the file referenced in Conclusion 1A (See table below). As noted previously, there may be further reasons to exclude remaining hits based on the additional manual review by DISH, as well as information not in PossibleNOW's or DISH's possession, such as but not limited to business to business calling, invalid numbers, or other reasons.

Fed_Tmy_ebru.csv Conclusion 1A

File	Reason	Count	
	Total Records in File	**2230290**	
1	No Call Records	170826	Telephone never rang
2	Non Telemarketing Calls	31423	Calls for payment or to businesses
3	Non Telemarketing Campaigns	62679	Calls to service the customer
4	Current Customer Campaigns	817716	Campaigns only dialed to current customers
5	EBR By Campaign Inquiry	873551	Inquiry EBR Campaign exemptions
6	Intrastate Calls	2100	Interstate Calls
7	WN and NE Disposition	2023	Wrong Number, No English no solicitation
	Total Excluded Calls	**1960318**	Total Calls Excluded
8	**Remaining Calls**	**269972**	Total remaining calls

Individual files reflecting the excluded records by category and the remaining records files were generated as part of this analysis.

Fedy_tmy_ebrna in support of Conclusion 2 (3,698,918records)

In Conclusion 2, the government concluded that "[f] we found 3,698,918 confirmed telemarketing calls that were DISH Internal Do Not Call and National DNC Registry hits. Therefore, EBR does not apply. As set forth below, we were able to exclude 884,937 of the 3,698,918 hits identified by the government. In addition, it is our understanding that DISH is presently undertaking a manual review effort to determine if additional hits identified by the government may be excluded. We did identify overlap between the calling records in Conclusion 2 and Conclusions 1 (89,543) and 1A (175,450). Where the calls violated neither the NDCR nor the DISH Internal Do Not Call list, we excluded them. 73,373 overlapping calls remain in Conclusion 1 and 118,036 remain in Conclusion 1A.

Disposition Analysis:

For each calling record in this file we analyzed the calling dispositions [contact_result_code] and code_description]. Our analysis showed that 514,732 of the calling records had dispositions that indicate a failure of the telephone to ring at the telephone number dialed (see table below):

**	SYSTEM CODE - Invalid
DBU	Busy
DC	Invalid Number
DIC	Operator Intercept
DND	No Dial Tone
DNR	No Ring Back
DRO	Reorder
DST	SIT Tone
SD	General Error

Further analysis showed that 17,906 records had call dispositions that indicated business to business calling and collections (see table below):

BS	Business reached
ML	Payment Mailed
PD	Payment Posted Accou
PN	PDR no payment

Calling dispositions in this file also indicate that there were 30,297 calls that had a disposition as wrong number (WN) or no English Spoken (NE). These dispositions indicate that the number was dialed in error and no solicitation was presented.

Non-telemarketing campaign analysis:

During our analysis, Dish Network provided us with a list of campaigns that were only dialed in order to service the customer. This analysis was done by excluding records dialed during these campaigns using the [campaign] field for identification. The purpose of these calls was to schedule or confirm work orders, installs, or to calls to customers acquired by Dish Network to confirm their payment information. We were able to exclude 32,713 calling records based on this [campaign] analysis

Intrastate calling analysis:

Using dialing location indicated by code in the campaign name [campaign] and the list of area codes [phone_number] assigned to the state of the dialing location we were able to identify and eliminate 77,150 intrastate calls from the potential issue file.

Inquiry EBR Campaign Calling Analysis:

Using campaign information provided by Dish Network we were able to identify calls that were placed to numbers that made and inquiry to Dish that was after the date the number was placed on the DISH Internal Do Not Call List. These calls were made to service the inquiry. We identified and excluded 20,730 calling records that met this criterion.

Analysis Summary for Conclusion 2:

Through the use of cascading summary analysis based on disposition analysis, campaign analysis, inquiry EBR identification and analysis, intrastate calling analysis, and the removal of overlapping records not excluded in Conclusion 1 or 1A we were able to exclude 884,937 of 3,698,918 records as valid exemptions or no harm calls. This leaves a remainder of 2,813,981 (76%) calling records in the file referenced in Conclusion 2 (See table below).

inty_fedy_tmy_ebrna.csv Conclusion 2

File	Reason	Count	
	Total Records in File	**3698918**	
1	No Call Records	514732	Telephone never rang
2	Non Telemarketing Dispositions	17906	Calls for payment or to businesses
3	Non Telemarketing Campaigns	32713	Calls to service the customer
4	Intrastate Calling	77150	Intrastate calling
5	WN or NE Disposition	30297	Wrong Number or No English
6	Inquiry EBR Campaigns	20730	Calls only dialed on basis of inquiry
	Not excluded in Con 1	73373	
	Not excluded in Con 2	1180361	
	Total Excluded Calls	**884937**	
7	**Remaining Calls**	**2813981**	

John Taylor September 20, 2012

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DISTRICT COURT

CLARK COUNTY, NEVADA

PLUMBERS LOCAL UNION NO. 519 PENSION TRUST FUND and CITY OF STERLING HEIGHTS POLICE AND FIRE RETIREMENT SYSTEM, derivatively on behalf of nominal defendant DISH NETWORK CORP., Plaintiffs, v. CHARLES W. ERGEN; JAMES DEFRANCO; CANTEY M. ERGEN; STEVEN R. GOODBARN; DAVID MOSKOWITZ; TOM A. ORTOLF; CARL E. VOGEL; GEORGE R. BROKAW; JOSEPH P. CLAYTON; and GARY S. HOWARD, Defendants, DISH NETWORK CORP., a Nevada Corp., Nominal Defendant	CASE NO.: A-17-763397-B DEPT. NO.: XI **VOLUME 42 OF APPENDIX TO THE REPORT OF THE SPECIAL LITIGATION COMMITTEE OF DISH NETWORK CORPORATION**

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658	11/28/2012	Letter to L. Hsiao from L. Mazzuchetti	11542

DATED this 28th day of November 2018.

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CERTIFICATE OF SERVICE

I hereby certify that on the 28th day of November 2018, a true and correct copy of the foregoing **VOLUME 42 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 657

EXHIBIT 657

Rebuttal Report

by Dr. Erez Yoeli

October 16, 2012

1. Scope of Report

I submit this report in response to the reports of Dish's experts John Taylor and Robert Fenili. In reviewing and performing my analyses, I considered the reports of Messrs. Taylor and Fenili, as well as the expert report of Avery Abernethy, the database of call records described in my report dated July 19, 2012, additional files provided by Dish Network ("Dish") in response to Plaintiffs' discovery requests, and several additional database queries performed by PossibleNow. A list of these files is attached to my report as Appendix A.

In order to respond to Dish's experts' reports, I reviewed and reevaluated my prior analyses, which resulted in some modifications that I describe below. Furthermore, I undertook a complete re-review of all Dish call records in our possession, including records that I had not previously analyzed and which Mr. Taylor's report excluded from discussion. In addition, in order to respond fully to Dish's experts' wide-ranging conclusions, I found it necessary to provide additional information reflecting my completed analyses of call records produced by certain third parties, including specific Dish retailers and Guardian Communications, referred to in Paragraphs 23 and 24 of my initial expert report. The specific tasks undertaken to complete this rebuttal report were as follows:

a. I reviewed the analysis presented in my report submitted in this matter, dated July 19, 2012. I report revisions to the analysis in Section 2.

b. I reviewed the expert reports of Robert N. Fenili, Avery Abernethy, and John Taylor, dated July 26, 2012, in the matter of *United States of America and the States of California, Illinois, and Ohio vs. Dish Network, LLC (Dish)*, and evaluated certain sections of the reports.[1] I report the results of my analysis in Sections 3 and 4.

c. I performed the following additional analyses of Dish's call records:

   1) For the 2007-2010 calls that are putative violations[2] (the "2007-2010 violations")—*i.e.,* calls to telephone numbers on the Registry with which Dish asserted no EBR or had an invalid EBR—described in my July 19 report and revised herein, I excluded calls with certain disposition codes. The disposition codes excluded from my final counts of violations are listed in Appendix B. The result of the analysis that excludes these disposition codes is presented alongside the revised analysis in Sections 2 and 3.

   2) For the 2007-2010 violations, I counted the number of violations which occurred on or before February 9, 2009, the number of violations which occurred after

[1] This report does not specifically respond to the opinion expressed in Professor Abernethy's report, which has no bearing on the analyses and conclusions in either this or my July 19 report. The absence of a response to Professor Abernethy's assertions should not be construed as an admission of the accuracy or relevance of his report to this case or to my analysis.

[2] Throughout the report, I use the terms "violation" and "hit" interchangeably.

February 9, 2009, and the number of violations to telephone numbers with area codes in California, Illinois, North Carolina, and Ohio. The results of this analysis are presented in Section 5a and 5b.

3) For calls made in 2007-2010 as part of 61 specific campaigns that allegedly featured an auto-message, I counted the number of total calls, the number of calls to individuals appearing on Dish's internal Do-Not-Call (DNC) lists, and the number of those calls with the disposition code "Positive Voice." I reported these summaries separately, showing the count of calls with the "Positive Voice" disposition code and the count of calls to telephone numbers with area codes for California, Illinois, North Carolina, and Ohio. These results are presented in Section 5c.

4) For Dish's 2003-2007 telemarketing call records, I identified which calls were Federal DNC Registry violations and were also violations of Dish's internal DNC lists, and presented counts of these calls. I reported these counts separately for the telephone number area codes for California, Illinois, North Carolina, and Ohio. These results are presented in Section 5d.

d. I performed the following analyses of call records for third parties Guardian Communications ("Guardian"), JSR Enterprises ("JSR"), and Defender Security ("Defender"):

1) For the call records of Guardian, I counted the total number of calls with disposition code "C" and the number of calls made to telephone numbers on Dish's internal DNC list regardless of disposition code. I reported these counts separately to show the number of calls made according to two campaign name prefixes (WOW_TV and Tenaya) and by disposition code ("C"), and the number made to telephone calls with area codes for California, Illinois, North Carolina, Ohio, or all other states. These results are presented in Section 6a.

2) For the call records of JSR, I summarized the number of calls that were both Registry hits and were also hits on Dish's internal DNC list. I reported these summaries separately for recipients in California, Illinois, North Carolina, and Ohio. I also summarized call duration. These results are presented in Section 6b.

3) For call records of Defender, I summarized the number of calls that were both Registry hits and were also hits on Dish's internal DNC list. I presented these summaries separately by whether the call occurred on or before, or after February 9, 2009, and by whether the telephone number area code was for California, Illinois, North Carolina, and Ohio. These results are presented in Section 6c.

2. Revised Analysis

The reevaluation of the analysis presented in my July 19, 2012 report required reviewing all of the call record files that Dish had produced. One of the discs with call record files that Dish had produced as a supplemental response to Plaintiffs' First RFPs, and that I had originally believed to be duplicate call records, were not included in the analysis described in my July 19 report. Appendix A lists the call record files contained on that disc. After scrutinizing these new files again, I determined that the call records in them were not duplicates of existing calls. I then analyzed these call records using the same the methodology described in my July 19 report. This analysis identified new violations in addition to those described in my July 19 report.

I further refined the analysis in two ways. First, for some phone numbers, Dish provided an activation date later than the last payment date. When both dates were provided for a call made to a number on the Registry, I used the later of the two dates to determine the EBR window; that is, the call was considered a violation if it was made 559 or more days after the later of the activation date or the last payment date. This underestimates the total number of violations by lengthening, for some calls, the window of time during which Dish could call the consumer due to an EBR.

Second, I more narrowly defined the periods that phone numbers were on Dish's internal DNC lists. For a call to be considered a violation of Dish's Internal DNC lists, a call must now fall between 30 days after the latest effective date listed on any of Dish's Internal lists and the first date that the phone number was removed from any of Dish's Internal DNC lists. This underestimates the total number of violations since the window during which a call is considered violative is at most as large, and sometimes smaller, than it should have been. For example, if a customer registered for the list multiple times, my analysis would never identify any calls to that customer's number as violative even if some were, in practice, violations.

The results of this analysis are summarized in Table 1. I present the newly discovered and reanalyzed violations alongside the original number of violations, showing separately the violations that were on the Registry and with which Dish had an "Invalid" established business relationship (EBR), violations on the Registry with which Dish did not assert an EBR, and violations that were on both the Registry and on Dish's internal DNC lists. As in my July 19 report, I considered an EBR "Invalid" if, at the time of the call, the consumer had not been a Dish customer for 18 months, or if three months had passed since the consumer's inquiry to Dish. Calls were defined to have "No EBR Asserted" if Dish provided no information indicating that the call was made to a Dish customer or a consumer who made an inquiry to Dish.

Table 1. Revised Counts of DNC Violations

A	B	C	D	E
Violation Category	**Violations Identified in July 19, 2012 Report**	**Revised Count of All Identified Violations**	**Calls with Disposition Codes in Appendix B**	**Total Violations, Excluding Calls with Disposition Codes in Appendix B (Col. C minus D)[3]**
Federal DNC, Invalid EBR[4]	1,112,125	1,016,025	3,692	1,012,333
Federal DNC, No EBR Asserted[5]	2,230,290	17,032,732	5,434	17,027,298
Federal DNC & Internal DNC[6]	3,342,415	4,842,334	8,384	4,833,950

3. Response to John Taylor's Report

John Taylor's Report reviewed the call records that my July 19 report identified as violations and reviewed the Dish disposition codes associated with each such call. This rebuttal report assumes that the disposition codes accurately identify whether the dialed call connected with its intended recipient, as well as some information about the recipient. For the purposes of this rebuttal report, I have assumed that Mr. Taylor's interpretation of each code is correct.

To facilitate evaluation and comparison of Mr. Taylor's results, Tables 1A through 1C below list only those violations that Mr. Taylor identified as being associated with certain disposition codes (referred to as "Taylor Disposition Codes"). Most of the violations I identified—*i.e.*, the violations listed in Table 1—are not associated with the Taylor Disposition Codes in Tables 1A through 1C. In addition, calls associated with some of the disposition codes listed in Mr. Taylor's report were excluded from the count of total violations in the tables below. Those excluded disposition codes are listed in Appendix B. The numbers presented below reflect only the calls associated with the other, non-excluded Taylor Disposition Codes, presented for the revised counts of violations resulting from my revised analyses. The numbers are presented separately for violations that were on the Registry and had an invalid EBR (*see* Table 1A), for violations on the Registry with no EBR asserted (*see* Table 1B), and for violations on the Registry and on Dish's internal DNC lists (*see* Table 1C).

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[3] Results listed in Table 3 for "Dish 2007-2010" are generalizable to all violations presented in this column.
[4] See Table 1A.
[5] See Table 1B.
[6] See Table 1C.

Table 1A. Counts of Federal DNC Violations with an Invalid EBR, by Taylor Disposition Codes

F	G	H	I
Disposition Code	**Disposition Code Description**	**Violations Identified in July 19, 2012 Report Associated with Taylor Disposition Codes (Subset of Table 1, Col. B)**	**Revised Count of All Identified Violations Associated with Taylor Disposition Codes**
DBU	Busy	20,117	0
B	Busy	0	0
DIC	Operator Intercept	3,271	33,018
DNR	No Ring Back	20,803	19,616
DST	SIT Tone	71,537	67,581
BS	Business Reached	2,277	2,157
ML	Payment Mailed	1	0
PD	Payment Posted Account	7,714	7,394
PN	PDR No Payment	1,317	1,261
WN	Wrong Number	17,349	16,411
NE	No English	1,583	1,391

Table 1B. Counts of Federal DNC Violations with No Asserted EBR, by Taylor Disposition Codes

J	K	L	M
Disposition Code	Disposition Code Description	Violations Identified in July 19, 2012 Report Associated with Taylor Disposition Codes (Subset of Table 1, Col. B)	Revised Count of All Identified Violations Associated with Taylor Disposition Codes
DBU	Busy	40,817	0
B	Busy	0	89,368
DIC	Operator Intercept	27,683	772,365
DNR	No Ring Back	35,693	35,693
DST	SIT Tone	36,910	36,910
BS	Business Reached	7,440	39,252
ML	Payment Mailed	4	4
PD	Payment Posted Account	744	744
PN	PDR No Payment	23,503	23,503
WN	Wrong Number	12,309	82,368
NE	No English	7,624	36,616

Table 1C. Counts of Federal and Internal DNC Violations, by Taylor Disposition Codes

N	O	P	R
Disposition Code	Disposition Code Description	Violations Identified in July 19, 2012 Report Associated with Taylor Disposition Codes (Subset of Table 1, Col. B)	Revised Count of All Identified Violations Associated with Taylor Disposition Codes
DBU	Busy	38,662	38,816
B	Busy	0	9,236
DIC	Operator Intercept	284,211	351,545
DNR	No Ring Back	34,352	30,408
DST	SIT Tone	105,555	102,341
BS	Business Reached	4,674	8,253
ML	Payment Mailed	2	2
PD	Payment Posted Account	9,798	7,943
PN	PDR No Payment	3,543	3,306
WN	Wrong Number	25,586	30,858
NE	No English	5,978	9,160

Excluding the calls with disposition codes that Mr. Taylor's report claims should not count as violations, my analysis shows that Dish made 863,504 calls to federal DNCR with an invalid EBR, 15,910,475 calls to federal DNCR for which it asserted no EBR, and 4,242,082 calls to numbers on both the federal and internal DNCRs.

I note that Mr. Taylor excluded from his violation counts numerous calls based on information provided by Dish only to Mr. Taylor through off-the-record conversations with Dish employees. These conversations purportedly support Mr. Taylor's opinion that, based solely on campaign names, certain calling campaigns should be treated as having called only current Dish customers or as "lead" campaigns with which Dish enjoyed a blanket inquiry EBR. Mr. Taylor's general assertions about these campaigns conflict in many instances with the specific telemarketing information Dish provided me in 2011. Moreover, as Dish did not produce any information—such as the queries used to create each campaign that might allow verification of Mr. Taylor's conclusions about the nature of individual campaigns, I have no basis to and do not credit the truth of Mr. Taylor's assertions about these campaigns. I note only that, even if these customer-only or blanket EBR campaigns are excluded from my analysis, Mr. Taylor's report still concludes that Dish committed millions of violations.

4. Evaluation of and Response to Dr. Fenili's Methodology

Dr. Fenili's report estimates, for the time period between 2003 and 2011, the proportion of telephone numbers on the Registry that were active residential landlines, inactive residential landlines, business landlines, and wireless phone numbers. In my opinion, Dr. Fenili's estimates about the proportion of different types of telephone numbers on the Registry cannot be extrapolated to Dish's violations in this case, because Dish did not make sales calls to all numbers on the Registry, or even to a representative subset of numbers on the Registry. Assuming that it is legally or factually significant whether Dish's sales calls were to inactive, residential, business, or wireless telephone numbers, the appropriate method for identifying these types of phone numbers would be to analyze the numbers Dish actually called.

As indicated by Mr. Taylor's expert report, Dish's own database of call records includes a "Business Reached" disposition code. Table 2, below, shows counts and proportions of the violations that were flagged with this disposition code.

Table 2. Number of Violations Made to Inactive Phone Numbers

Violation Category	Number of "Business Reached" Violations in Revised Count of Violations	Proportion of Violations with "Business Reached" Disposition Code
Federal DNC, Invalid EBR	2,157	0.2%
Federal DNC, No EBR Asserted	39,252	0.2%
Federal DNC & Internal DNC	8,253	0.2%

Notwithstanding the foregoing, it is possible that some Dish's disposition codes may have failed to categorize calls to businesses. Additionally, calls to businesses which were not answered may not have been classified as such.

Fortunately, there are publicly available resources that provide telephone listings of businesses, residences, and wireless numbers. Plaintiffs retained PossibleNow, which subscribes to and/or maintains a number of telephony databases relied on by the industry to provide data about telephone numbers, to analyze representative samples of call records, and to determine whether, on the date associated with each telephone number called, the telephone number was residential, business, wireless, or unknown. I provided statistically representative samples of six call lists to PossibleNow. For each phone number on these lists, PossibleNow identified whether the number was a current or former residential number, a current business number, a current or former wireless number, or whether the number did not appear on any of those databases (see Appendix I (Declaration of PossibleNow's Rick Stauffer) and Appendix H (call record samples provided to PossibleNow and PossibleNow's analysis of those samples). I summarize the results of PossibleNow's conclusions in Table 3, and generalize them to the population of calls from which the samples were pulled by providing 99% confidence intervals of the proportion of calls made to residential numbers.

Table 3. Estimates of the Percent of Violations to Residential Numbers[7]

Sample	Calls to Identified Residential Landline Numbers as a Percent of All Calls	99% Confidence Interval	Calls to Identified Residential Landline Numbers as a Percent of Identified Numbers	99% Confidence Interval
Dish 2007-2010	69%	[67%,70%]	94%	[93%,95%]
Defender	60%	[54%,67%]	72%	[66%,78%]
Tenaya	40%	[38%,42%]	97%	[96%,98%]
WowTV	51%	[49%,53%]	99%	[99%,100%)
Dish 2003-2007	67%	[66%,69%]	85%	[83%,86%]
JSR	91%	[90%,92%]	98%	[97%,98%]

Based on this information, it is my opinion that Dish and its retailers violations were placing telemarketing calls primarily to residential landline customers. The proportion of these types of numbers that appear in the Registry in its entirety, as well as the opinion expressed in Mr. Fenili's expert report are, therefore, inapplicable and irrelevant to the analysis of the violations in this case.

5. Additional Analyses of Dish's Calls

a. Timing of 2007-2010 Violations Identified in Section 2 (Table 1)

Table 4 below reflects the number of Dish calls between 2007-2010 with which Dish had an invalid EBR or no EBR, excluding calls with the disposition codes listed in Appendix B, broken down by whether the calls occurred before or after February 2, 2009:

Table 4. Dish 2007-2010 Violative Calls by Time Period

	On or Before 2/9/2009	After 2/9/2009
Federal DNC, Invalid EBR	998,182	14,151
Federal DNC, No EBR Asserted	4,058,219	12,969,079
Federal DNC & Internal DNC	3,198,816	1,635,134

[7] PossibleNow's analysis of the samples is now complete, and Table 3 has been updated to reflect the finalized analysis. Specifically, the initial samples from the Dish 2003-07 and 2007-10 call records were not fully representative of their corresponding data sets, and therefore, updated samples were provided for PossibleNow to analyze. Appendices H and I have been updated accordingly. The files in Appendix H titled "sample03_aj" and "calls0710_sample_1014a" are the updated samples from the Dish 2003-07 and 2007-10 call records respectively.

b. 2007-2010 Violations Identified in Section 2 (Table 1) by State

Table 5 below reflects the number of Dish calls between 2007-2010 with which Dish had an invalid EBR or no EBR, excluding calls with the disposition codes listed in Appendix B, broken down by the number of calls made to telephone numbers with area codes for California, Illinois, North Carolina, and Ohio. Area codes were matched to states based on maps obtained from http://www.nanpa.com on September 19, 2012.

Table 5. Dish 2007-2010 Violative Calls by State

	California	Illinois	North Carolina	Ohio	All States
Federal DNC, Invalid EBR	120,236	42,126	34,827	41,167	1,012,333
Federal DNC, No EBR Asserted	2,085,337	889,172	439,408	632,848	17,027,298
Federal DNC & Internal DNC	586,635	220,421	182,047	198,783	4,833,950

c. Dish 2007-2010 Auto-Message ("AM") Campaigns

My July 19, 2012 report used a list of campaign codes that Dish identified as associated with sales activities to determine which Dish call records reflected telemarketing calls. This list omitted 61 campaigns which included an "AM" code, which allegedly reflects that the campaign included an "auto-message." Because Dish did not identify these campaigns as telemarketing campaigns, my initial analysis did not count the Dish calls associated with these AM campaign codes as potential telemarketing violations in the form of abandoned or automated sales calls.

In reevaluating my prior analysis, I counted the number of auto-message calls in these 61 campaigns, excluded calls with the disposition codes listed in Appendix B, and identified how many of the resulting calls were made to telephone numbers with area codes for California, Illinois, North Carolina, and Ohio. The results are summarized in Table 6 below. I further break down these results by campaign and state in Appendices E, F, and G.

Table 6. Dish 2007-2010 Auto-Message Calls

	California	Illinois	North Carolina	Ohio	All States
Total Calls	301,002	93,530	30,931	22,919	1,314,170
Internal Violations	50,536	12,595	5,232	3,927	219,931
Internal Calls with "Positive Voice" Result Code	23,020	5,830	2,283	1,759	98,083

d. 2003-2007 Telemarketing Calls

For the 2003-2007 telemarketing call records of Dish, I identified which calls were both Federal DNC Registry hits and on Dish's internal DNC list. Table 7 below breaks down the results by the number of calls made to area codes in California, Illinois, North Carolina, and Ohio.

Because most call records contain the date and time of calls, but other records contain only the date of the calls, I did not count as separate violations multiple calls to the same phone number and disposition code on a given day. For example, if there were 5 violative calls to phone number X on day Y with disposition code Z, I only counted them as 1 violation. This means that I likely underestimated the true number of violations.

Table 7. 2003-2007 Telemarketing Registry Hits[8]

Total Calls	California	Illinois	North Carolina	Ohio	All States
Federal DNC & Internal DNC	330,619	131,052	104,077	114,513	3,022,355

6. Additional Analyses of Retailer Call Records

a. Guardian Call Records by Disposition Code and State

Tables 8A and 8B below reflect my count of the total number of Guardian calls and the number of calls made to telephone numbers on Dish's internal DNC list. The information is broken down to show the number of calls made according to two campaign name prefixes (WOW_TV or Tenaya) and by disposition code "C", as well as to show the number made to telephone calls with area codes for California, Illinois, North Carolina, Ohio, or all other states.

[8] Results presented in Table 3 for "Dish 2003-2007" are generalizable to all results presented in this table.

Table 8A. WOW_TV[9]

	California	Illinois	North Carolina	Ohio	All States
Total Calls with Disposition Code "C"	1,200,033	155,374	20,181	500,658	6,710,210
Internal DNC Violations	6,855	1,609	203	4,011	50,262

Table 8B. Tenaya

	California	Illinois	North Carolina	Ohio	All States
Calls with Disposition Code "C"[10]	5,727,417	2,660,066	1,716,457	3,419,175	43,127,469
Internal DNC Violations	141,422	102,667	59,260	137,108	1,435,985

b. JSR Call Records

Table 9 below shows the total number of JSR calls that were both Registry hits and were also hits on Dish's internal DNC list, reported separately by the number made to telephone numbers with area codes for California, Illinois, North Carolina, Ohio, or all other states.

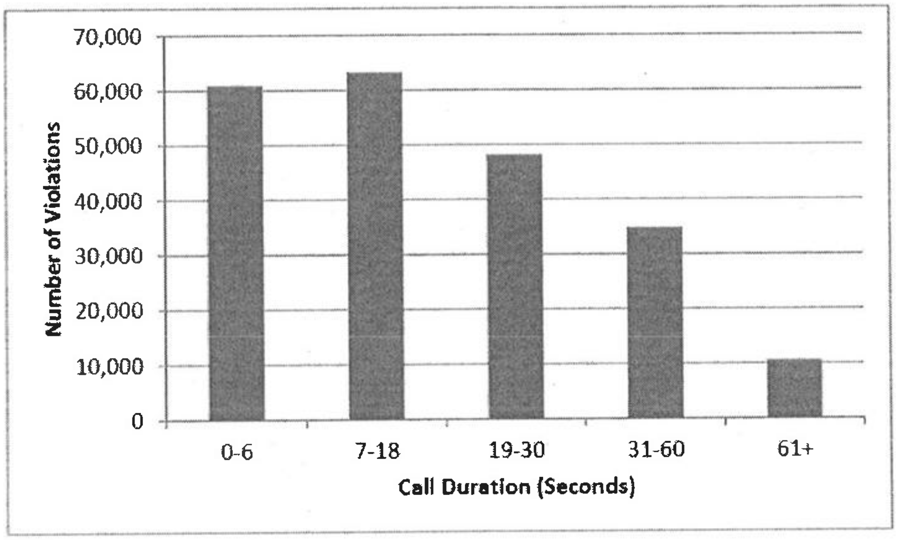
Table 9. JSR[11]

	California	Illinois	North Carolina	Ohio	All States
Federal DNC & Internal DNC	20,203	53,985	1,021	14,392	218,098

[9] Results presented in Table 3 for "Wow TV" are generalizable to all calls made with the "WOW_TV" campaign prefix.
[10] Results presented in Table 3 for "Tenaya" are generalizable to all violations presented in this row.
[11] Results presented in Table 3 for "JSR" are generalizable to all violations presented in this row.

Figure 10 summarizes calls in all states by duration.

Figure 10. JSR Call Duration



The graph above illustrates that the vast majority of JSR's calls lasted less than one minute.

c. Defender Call Records

Table 11 below shows the number of Defender calls that were both Registry hits and were also hits on Dish's internal DNC list, broken down by whether the call occurred on or before, or after February 9, 2009, and by whether the telephone number area code was for California, Illinois, North Carolina, and Ohio. I exclude calls with the following disposition codes: "Failure", "No Lines","Deleted","Not Reached" and "Policy Scheduled."

Table 11. Defender[12]

	California	Illinois	North Carolina	Ohio	All States
On or before 2/2/2009	0	1	2	0	3
After 2/2/2009	5,864	3,742	3,990	4,283	74,055

[12] Results presented in Table 3 for "Defender" are generalizable to all violations presented in this table.

I reserve the right to supplement my testimony and this report in response to any further information provided by the parties, or in light of additional documents or testimony provided during discovery in this case, at trial, or otherwise, which may be brought to my attention after the date of my signature below.

October 16, 2012

Erez Yoeli

Appendix A: Additional Materials Considered

Bates # Dish-00000002

1. pdialer_legal1_20100622.txt
2. pdialer_legal2_20100622.txt
3. pdialer_legal3_20100622.txt
4. pdialer_legal4_20100622.txt
5. pdialer_legal5_20100622.txt
6. pdialer_legal6_20100622.txt
7. pdialer_legal7_20100623.txt

Bates # FTC701-000477

1. N276_RegHits.txt

Appendix B: Disposition Codes Excluded from Violation Counts

Result Code	Result Code Description
**	System Code-Invalid
DRF	Dial Request Failed
DC	Invalid or Disconnect
DRO	Reorder
DND	No Dial Tone
IN	Invalid
SD	General Error

Appendix C: Number of AM Campaign Calls by State

Campaign	California	Illinois	North Carolina	Ohio	Total
AM 100507ZEE	59,524	21,837	3,508	4,606	267,076
AM 110107HINDI	33,118	11,980	2,723	3,456	164,055
AM 103007ARAB1	33,994	10,393	1,858	4,495	147,720
AM 102307HINDI	53,856	17,001	122	86	133,353
AM LATINO CHURN	21,837	4,810	12,210	1,781	130,328
AM PENNY MAX	10,374	1,465	3,862	716	49,837
AM 092807$100	9,410	3,238	655	733	49,272
AM 100407INDUSM	5,310	4,178	476	451	38,830
AM 100407INDUSV	4,933	3,566	436	422	33,029
AM 092107FREEHD	5,092	1,386	526	615	28,140
AM 092607DV	4,566	1,034	669	713	27,316
AM 091407FRENCH	4,515	752	414	507	22,036
AM GREATWALL 02/11	6,866	581	242	242	19,396
AM GREATWALL 01/28	5,247	577	300	265	17,228
AM GERMAN KINO FREE	3,100	788	328	338	16,568
AM GREATWALL 02/04	5,077	462	249	256	16,117
AM 112707LEON	1,387	1,496	167	333	15,882
AM 090507GREEK	987	1,781	247	495	11,884
AM 091307KINO	2,172	522	269	249	11,803
AM CHINESE OLYMPICS	4,012	326	161	165	11,032
AM 110907GREEK	832	1,170	230	243	10,617
AM 111607KINO	1,967	474	235	216	10,461
AM_ADHOC_RUSS_MEGPK	2,941	957	126	356	10,249
AM 101807SHO	774	294	230	204	7,173
AM 091107ARAB	1,143	253	92	220	5,872
AM 100807INDUS	811	508	83	83	5,248
AM ISRAELI FP(01/31)	1,814	64	20	27	4,777
AM 091207CHIN	1,717	93	53	51	4,122
AM AZTECA NO DVR	9		1		3,907
AM KOREAN OLYMPICS	797	117	88	104	3,754
AM AZTECA (SDIE)NDVR	3,549	1			3,562
AM SASIAN LOC 999	726	224	48	46	3,005
AM 110907CHINESE	1,223	62	37	20	2,998
AM AZTECA W/ DVR	11	3	1		2,843
AM 091107GREEK	267	243	43	110	2,793
AM AZTECA (SDIE) DVR	12	3	1		2,755
AM 090607CHIN	963	54	47	31	2,472
AM AZTECA (BAKE)NDVR	1,721				1,725
AM AZTECA (BAKE)DVR	1,634		1		1,639

AM 091407GERMAN	295	50	30	20	1,513
AM 103007ARAB2	807	162			1,480
AM CHINESE AUTO	70	46	22	41	1,080
AM FRENCH BOQ(02/01)	82	48	18	50	1,022
AM FRENCH BOUQUET	75	39	32	33	1,003
AM 090607FILI	333	43	13	14	920
AM 090607KORE	179	29	14	27	833
AM URDU/PAK LOC 999	149	68	6	8	813
AM ARABIC LOC 999	209	37	6	26	747
AM ITALIAN LOC 999	59	86	2	23	745
AM BRAZIL LOC 999	38	4	3	2	498
AM CHINESE LOC 999	172	15	5	2	449
AM POLISH LOC 999	9	137		2	361
AM AZTECA (SPGS)NDVR	2		1		355
AM GREEK LOC 999	43	50	5	17	326
AM AZTECA (SPGS) DVR	3				314
AM GERMAN LOC 999	38	4	5	6	221
AM FRENCH LOC 999	46	3	4	9	201
AM RUSSIAN LOC 999	59	10	3	4	179
AM PRTGSE LOC 999	22		2		144
AM KOREAN LOC 999	20	4	2		78
AM UKRANIAN LOC 999	4	2			14
Total	**301,002**	**93,530**	**30,931**	**22,919**	**1,314,170**

Appendix D: Number of AM Campaign Internal Violations by State

Campaign	California	Illinois	North Carolina	Ohio	Total
AM 100507ZEE	12,110	3,160	625	914	47,447
AM 110107HINDI	6,822	1,916	452	685	29,678
AM LATINO CHURN	3,446	541	1,662	247	21,018
AM 102307HINDI	9,161	1,841	13	6	20,064
AM 092807$100	2,404	709	301	316	14,645
AM 103007ARAB1	3,740	870	159	400	13,691
AM PENNY MAX	1,962	203	759	134	11,177
AM 092107FREEHD	1,382	345	182	191	7,689
AM 100407INDUSM	1,154	681	52	65	7,117
AM 092607DV	924	228	205	175	6,364
AM 100407INDUSV	1,074	616	52	64	6,022
AM GREATWALL 02/04	514	187	120	137	4,836
AM GREATWALL 02/11	937	166	89	65	4,573

AM GREATWALL 01/28	725	148	96	80	4,266
AM 091407FRENCH	644	88	69	49	2,919
AM GERMAN KINO FREE	389	103	48	44	2,190
AM 101807SHO	157	68	94	64	1,811
AM 091307KINO	222	57	36	23	1,332
AM 111607KINO	220	59	28	24	1,241
AM 090507GREEK	95	171	20	43	1,054
AM 100807INDUS	158	88	13	20	1,021
AM 112707LEON	84	51	18	24	840
AM CHINESE OLYMPICS	243	26	17	15	804
AM 091107ARAB	153	31	13	35	777
AM AZTECA W/ DVR	3				649
AM AZTECA (SDIE) DVR	3				633
AM 110907GREEK	53	46	17	14	535
AM 110907CHINESE	110	9	10	5	488
AM 090607CHIN	134	8	11	5	422
AM 091207CHIN	103	11	8	7	395
AM AZTECA NO DVR					384
AM KOREAN OLYMPICS	64	7	14	9	366
AM ISRAELI FP(01/31)	158	2	5	5	350
AM 103007ARAB2	183	32			319
AM 091107GREEK	46	29	7	8	318
AM SASIAN LOC 999	70	25	1	9	290
AM AZTECA (SDIE)NDVR	286	1			289
AM 091407GERMAN	39	5	9	5	229
AM AZTECA (BAKE)DVR	229				229
AM 090607FILI	83	10	3	3	212
AM 090607KORE	30	10	4	7	179
AM FRENCH BOQ(02/01)	4	6	2	5	170
AM FRENCH BOUQUET	10	9	9	5	164
AM AZTECA (BAKE)NDVR	134				135
AM CHINESE AUTO	7	4	5	10	129
AM URDU/PAK LOC 999	19	8	1	3	102
AM AZTECA (SPGS) DVR	1				76
AM ARABIC LOC 999	18	3		1	63
AM AZTECA (SPGS)NDVR					55
AM ITALIAN LOC 999	6	8	1	3	49
AM POLISH LOC 999		6			22
AM CHINESE LOC 999	6				18
AM GREEK LOC 999	1	3			18
AM FRENCH LOC 999	3		1		17

AM GERMAN LOC 999	2			1	13
AM RUSSIAN LOC 999	7		1	2	13
AM BRAZIL LOC 999					11
AM KOREAN LOC 999	3				7
AM PRTGSE LOC 999	1				6
Total	**50,536**	**12,595**	**5,232**	**3,927**	**219,931**

Appendix E: Number of "Positive Voice" AM Campaign Violations by State

Campaign	California	Illinois	North Carolina	Ohio	Other	Total
AM 100507ZEE	12,110	3,160	625	914	30,638	47,447
AM 110107HINDI	6,822	1,916	452	685	19,803	29,678
AM LATINO CHURN	3,446	541	1,662	247	15,122	21,018
AM 102307HINDI	9,161	1,841	13	6	9,043	20,064
AM 092807$100	2,404	709	301	316	10,915	14,645
AM 103007ARAB1	3,740	870	159	400	8,522	13,691
AM PENNY MAX	1,962	203	759	134	8,119	11,177
AM 092107FREEHD	1,382	345	182	191	5,589	7,689
AM 100407INDUSM	1,154	681	52	65	5,165	7,117
AM 092607DV	924	228	205	175	4,832	6,364
AM 100407INDUSV	1,074	616	52	64	4,216	6,022
AM GREATWALL 02/04	514	187	120	137	3,878	4,836
AM GREATWALL 02/11	937	166	89	65	3,316	4,573
AM GREATWALL 01/28	725	148	96	80	3,217	4,266
AM 091407FRENCH	644	88	69	49	2,069	2,919
AM GERMAN KINO FREE	389	103	48	44	1,606	2,190
AM 101807SHO	157	68	94	64	1,428	1,811
AM 091307KINO	222	57	36	23	994	1,332
AM 111607KINO	220	59	28	24	910	1,241
AM 090507GREEK	95	171	20	43	725	1,054
AM 100807INDUS	158	88	13	20	742	1,021
AM 112707LEON	84	51	18	24	663	840
AM CHINESE OLYMPICS	243	26	17	15	503	804
AM 091107ARAB	153	31	13	35	545	777
AM AZTECA W/ DVR	3				646	649
AM AZTECA (SDIE) DVR	3				630	633
AM 110907GREEK	53	46	17	14	405	535
AM 110907CHINESE	110	9	10	5	354	488

AM 090607CHIN	134	8	11	5	264	422
AM 091207CHIN	103	11	8	7	266	395
AM AZTECA NO DVR					384	384
AM KOREAN OLYMPICS	64	7	14	9	272	366
AM ISRAELI FP(01/31)	158	2	5	5	180	350
AM 103007ARAB2	183	32			104	319
AM 091107GREEK	46	29	7	8	228	318
AM SASIAN LOC 999	70	25	1	9	185	290
AM AZTECA (SDIE)NDVR	286	1			2	289
AM 091407GERMAN	39	5	9	5	171	229
AM AZTECA (BAKE)DVR	229					229
AM 090607FILI	83	10	3	3	113	212
AM 090607KORE	30	10	4	7	128	179
AM FRENCH BOQ(02/01)	4	6	2	5	153	170
AM FRENCH BOUQUET	10	9	9	5	131	164
AM AZTECA (BAKE)NDVR	134				1	135
AM CHINESE AUTO	7	4	5	10	103	129
AM URDU/PAK LOC 999	19	8	1	3	71	102
AM AZTECA (SPGS) DVR	1				75	76
AM ARABIC LOC 999	18	3		1	41	63
AM AZTECA (SPGS)NDVR					55	55
AM ITALIAN LOC 999	6	8	1	3	31	49
AM POLISH LOC 999		6			16	22
AM CHINESE LOC 999	6				12	18
AM GREEK LOC 999	1	3			14	18
AM FRENCH LOC 999	3		1		13	17
AM GERMAN LOC 999	2			1	10	13
AM RUSSIAN LOC 999	7		1	2	3	13
AM BRAZIL LOC 999					11	11
AM KOREAN LOC 999	3				4	7
AM PRTGSE LOC 999	1				5	6
Total	**50,536**	**12,595**	**5,232**	**3,927**	**147,641**	**219,931**

Appendix F: Number of 2007-2010 Dish Call Federal Registry Violations with Invalid EBR by State

Campaign	California	Illinois	North Carolina	Ohio	Total
OR VOL TRAIL (20MTH)	17,806	5,998	3,253	5,002	137,109
OR VOL TRAIL (17MTH)	13,625	4,143	2,676	4,689	111,605

OR VOL TRAIL (18MTH)	11,467	4,712	2,828	4,127	107,193
EP VOL TRAIL (20MTH)	6,518	1,805	1,255	2,190	49,319
EP VOL TRAIL (22MTH)	5,438	2,175	970	1,807	45,308
OR VOL TRAIL (61MTH)	5,140	1,385	1,558	1,523	39,667
BF VOL TRAIL (20MTH)	3,913	1,608	891	1,380	35,694
HG ACQ (31MTH)	3,423	1,338	1,034	1,167	32,264
OR VOL TRAIL (59MTH)	3,655	1,219	1,218	1,416	31,793
OR VOL TRAIL (51MTH)	3,667	1,115	1,249	1,461	30,620
OR VOL TRAIL (22MTH)	3,642	1,277	714	1,143	29,962
BF VOL TRAIL (22MTH)	2,853	1,169	794	1,000	28,104
OR VOL TRAIL (16MTH)	1,662	602	492	589	15,456
BF VOL TRAIL (4MTH)	1,290	509	893	673	13,722
OR VOL TRAIL (14MTH)	1,436	372	304	370	11,301
BF VOL TRAIL (6MTH)	804	370	534	543	11,212
TH VOL TRAIL (3MTH)	992	421	809	473	10,845
BF VOL TRAIL (10MTH)	890	393	718	520	10,358
BF VOL TRAIL (2MTH)	1,100	335	450	690	9,861
OR VOL TRAIL (23MTH)	918	468	355	393	8,654
TH VOL TRAIL (9MTH)	1,052	230	469	336	8,335
BF VOL TRAIL (8MTH)	978	395	396	436	8,288
TH VOL TRAIL (7MTH)	396	456	761	469	8,276
OR VOL TRAIL (63MTH)	919	296	348	359	8,177
EP VOL TRAIL (18MTH)	1,116	343	215	301	8,164
BF VOL TRAIL (12MTH)	612	319	288	344	7,154
OR VOL TRAIL (13MTH)	745	360	228	252	7,089
OR VOL TRAIL (7MTH)	659	182	301	300	6,783
TH VOL TRAIL (1MTH)	506	279	355	416	6,115
TH VOL TRAIL (5MTH)	421	178	288	310	5,890
TH 19MTH TRAIL (ESP)	1,378	403	206	36	5,507
HG ACQ 31MTH (ESP)	1,166	267	177	56	5,295
OR VOL TRAIL (9MTH)	500	280	220	199	5,198
OR VOL TRAIL (5MTH)	707	163	116	334	5,004
OR VOL TRAIL (11MTH)	506	173	226	186	4,754
OR VOL TRAIL (12MTH)	705	189	348	130	4,611
HG ACQ 33MTH (ESP)	1,019	208	182	19	4,512
EP VOL TRAIL (8MTH)	329	132	566	150	4,168
BF VOL TRAIL (18MTH)	481	164	81	140	4,135
BF VOL TRAIL (11MTH)	508	92	89	96	4,053
TH 23MTH TRAIL ESP	978	217	129	36	3,825
TH VOL TRAIL (2MTH)	61	348	517	166	3,821
OR VOL TRAIL (8MTH)	324	56	68	34	3,512

TH 21MTH TRAIL ESP	977	209	84	14	3,445
BF VOL (DHP)	251	190	299	345	3,317
EC_VWIN_TRL_22M_ESP	818	189	76	22	3,201
EP VOL TRAIL (11MTH)	439	89	97	92	3,077
TH_VWIN_TRL_17M_ENG	90	34	229	540	3,012
EP VOL TRAIL (6MTH)	471	181	154	226	2,989
EP VOL TRAIL (12MTH)	209	180	91	151	2,803
EP VOL TRAIL (10MTH)	323	57	88	78	2,731
OR VOL TRAIL (15MTH)	307	79	115	71	2,715
TH 24MTH TRAIL (ESP)	757	164	73	44	2,682
BF VOL	187	85	156	138	2,662
OR VOL TRAIL (1MTH)	231	162	171	144	2,484
EP 19MTH TRAIL (ESP)	654	150	81	11	2,422
EP VOL TRAIL (2MTH)	167	104	128	89	2,234
EC_VWIN_TRL_17M_ENG	296	87	50	101	2,169
EP VOL TRAIL (9MTH)	113	109	191	91	2,122
OR VOL TRAIL (19MTH)	189	94	36	70	2,120
EP VOL TRAIL (4MTH)	160	120	120	121	2,010
TH VOL TRAIL (11MTH)	180	74	106	117	1,990
OR VOL TRAIL (21MTH)	216	95	59	60	1,958
BF VOL TRAIL (14MTH)	194	49	65	78	1,923
EP VOL TRAIL (16MTH)	186	82	70	73	1,816
HG ACQ (29MTH)	205	64	32	44	1,689
EP VOL	132	64	83	69	1,596
BF VOL TRAIL (1MTH)	112	36	70	103	1,564
BF VOL TRAIL (5MTH)	129	69	113	71	1,476
BF VOL TRAIL (16MTH)	110	60	98	68	1,371
OR VOL TRAIL (4MTH)	122	53	47	90	1,364
OR VOL TRAIL (10MTH)	81	17	150	95	1,348
EC 25MTH TRAIL (ESP)	334	94	41	4	1,337
EP VOL TRAIL (3MTH)	163	80	47	77	1,315
BF VOL TRAIL (3MTH)	74	15	14	24	1,304
OR VOL TRAIL (6MTH)	123	54	62	76	1,276
EP VOL TRAIL (7MTH)	112	61	75	57	1,164
OR VOL TRAIL (3MTH)	113	33	65	53	1,070
TH VOL TRAIL (6MTH)	17	91	262	18	1,064
EC VOL TRAIL (14MTH)	83	43	33	35	1,053
OR VOL TRAIL (2MTH)	86	36	39	55	1,029
OR VOL TRAIL (24MTH)	109	47	45	33	938
EP VOL TRAIL (5MTH)	90	41	48	45	863
TH VOL	93	30	30	49	854

TH_VWIN_TRL_12M_ENG	76	23	5	60	729
EC_VWIN_48HR_DHA	117	107	23	60	684
EC 18MTH TRAIL (ESP)	156	36	20	10	672
OR VOL TRAIL (43MTH)	77	39	25	28	601
OR VOL TRAIL (35MTH)	59	17	24	28	560
EC VOL TRAIL (31MTH)	78	41	9	24	559
EC_VWIN_TRL_14M_ENG	88	28	21	11	547
OR VOL TRAIL (39MTH)	48	19	26	37	541
TH 17MTH TRAIL (ESP)	140	20	4	3	524
TH_VWIN_TRL_14M_ENG	119	1	2	1	510
EC_VWIN_TRL_16M_ENG	47	23	19	23	488
EC VOL TRAIL (25MTH)	65	19	20	11	485
EC_VWIN_TRL_15M_ENG	68	20	20	17	464
EC_VWIN_TRL_12M_ENG	31	11	21	14	463
EP VOL TRAIL (1MTH)	33	20	12	26	461
OR VOL TRAIL (41MTH)	46	36	20	26	427
RF ACQ 37MTH	49	23	11	5	417
TH VOL TRAIL (10MTH)	57	25	20	5	401
EC VOL TRAIL (27MTH)	34	10	17	19	394
EP VOL TRAIL (14MTH)	33	53	36	13	392
RF ACQ 27MTH	52	10	7	11	383
TH_VWIN_TRL_11M_ENG	68		5	3	381
EC SHO 1P (ALL)	33	9	40	27	371
TH 1MTH TRAIL	20	31	20	10	368
HG ACQ 25MTH	33	7	41	15	349
EC VOL TRAIL (71MTH)	21	21	9	22	334
HG ACQ 45MTH	22	9	39	5	324
HG ACQ 33MTH	37	9	11	18	323
TH VOL TRAIL (8MTH)	16	6	26	32	320
BF VOL TRAIL (7MTH)	18	11	27	19	318
RF ACQ 31MTH	43	5	7	8	315
EC_VWIN_48HR_ENG	38	7	6	6	293
HG ACQ 53MTH	36	5	23	10	293
RF ACQ 35MTH	15	25	15	15	293
BF VOL TRAIL (9MTH)	21	9	15	26	286
TH VOL TRAIL (4MTH)	15	4	41	30	282
HG ACQ (25MTH)	36	32	5	5	268
HG ACQ 41MTH	31	21	10	23	266
HG ACQ 29MTH	27	8	8	2	263
HG ACQ 49MTH	35	14	18	19	247
EP DIRECTV LIST 1	15		8	38	245

TH_VWIN_TRL_9M_ENG	20	6	13	9	240
OR VOL TRAIL (45MTH)	35	3	7	13	230
HG ACQ 57MTH	38	9	15	8	224
EC VOL TRAIL (53MTH)	26	9	2	25	218
OR VOL TRAIL (75MTH)	28	1	17	1	218
EC_VWIN_TRL_11M_ENG	21		18	3	211
OR VOL TRAIL (47MTH)	21	8	11	8	205
HG ACQ 37MTH	23	7	1	4	203
OR VOL TRAIL (67MTH)	25	17	5	6	201
EC VOL TRAIL (13MTH)	13	6	5	9	196
RF ACQ 39MTH	18	11	2	15	196
EC VOL TRAIL (3MTH)	7	25	8	18	191
OR VOL TRAIL (65MTH)	17	5	2	20	188
EC STZ 1P (ALL)	24	20	19	10	185
OR VOL TRAIL (37MTH)	14	37	3	7	184
EC HBO 1P (ALL)	40	8	19	1	180
OR VOL TRAIL (77MTH)	34	9	18	7	179
EC VOL TRAIL (33MTH)	18	16	13	9	176
EC 17MTH TRAIL (ESP)	26	17	6	3	175
OR VOL TRAIL (81MTH)	17	7	12	4	169
HG ACQ 55MTH	21	13	4	12	167
HG ACQ (37MTH)	14	3	8	13	162
EC 29MTH TRAIL (ESP)	29				158
OR VOL TRAIL (83MTH)	13	4	14	8	157
EC STZ 2P (ALL)	11	17	30	4	151
EC 14MTH TRAIL (ESP)	20	6	12		148
EC_VWIN_TRL_10M_ENG	17	11	3	8	148
TH 2MTH TRAIL (ESP)	40	3	9		146
TH 10MTH TRAIL (ESP)	52	8	8		141
OR VOL TRAIL (49MTH)	10	19	7	7	140
EC VOL TRAIL (47MTH)	21	5	15	5	139
OR VOL TRAIL (57MTH)	17	2	7	9	139
TH_VWIN_TRL_7M_ENG	20	5			136
EC 33MTH TRAIL (ESP)	24		15		135
TH 11MTH TRAIL (ESP)	35	10	6		135
TH 1MTH TRAIL (ESP)	46	3	5		134
RF ACQ (27MTH)	16	2		9	131
TH 13MTH TRAIL (ESP)	38	1	6		126
TH 12MTH TRAIL (ESP)	24	6	4		125
HG ACQ (27MTH)	10	13	21	1	124
EP 16MTH TRAIL (ESP)	37	1	2	1	121

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HG ACQ (57MTH)	5	6	6	9	121
TH 3MTH TRAIL (ESP)	16	3	3		119
OR VOL TRAIL (MTH)	18	3	4	1	117
TH 7MTH TRAIL (ESP)	26	2	5	5	115
EC 27MTH TRAIL (ESP)	23	14	7		107
HG ACQ (61MTH)	10	4	18	2	104
HG ACQ 35MTH	17			7	104
OR VOL TRAIL (79MTH)	24	1	2	4	104
RF ACQ 43MTH	15		1	4	101
TH 4MTH TRAIL (ESP)	20	11	2		101
HG ACQ (65MTH)	6	2	4		99
HG ACQ (33MTH)	10	1	1	1	98
OR VOL TRAIL (69MTH)	9		3	7	97
EC SHO 2P (ALL)	12		10	4	96
HG ACQ (41MTH)	8	4	8	5	93
EC SHO/STZ 2P (ALL)	8			7	91
HG ACQ (53MTH)	11		15		90
TH 16MTH TRAIL (ESP)	24	6			88
OR VOL TRAIL (73MTH)	8		1	3	78
HG ACQ 27MTH (ESP)	35	1			77
HG ACQ (45MTH)	2				76
TH 8MTH TRAIL (ESP)	15	4	3	4	74
EC STZ 3P (ALL)	4		5		71
HG ACQ 65MTH	5	4	7	3	71
HG 29MTH ACQ	12				68
EP 8MTH TRAIL (ESP)	13	6	12		67
TH 6MTH TRAIL (ESP)	11		5		66
HG ACQ 61MTH	10	1		1	65
EP VOL (ESP)	25	7			64
TH 5MTH TRAIL (ESP)	16	2	1		64
EC 13MTH TRAIL (ESP)	17	3	4		63
HG 25MTH ACQ	14		3		63
EC 31MTH TRAIL (ESP)	21				62
EC_VWIN_TRL_09M_ENG	6	5	3		62
EP 15MTH TRAIL (ESP)	11	5		3	62
EP DIRECTV LIST 2	11	6	3	4	61
EC 37MTH TRAIL (ESP)	13	6		6	59
EC SHO 0P (ALL)	9		8		59
HG ACQ 43MTH (ESP)	20	5	4		58
OR VOL	12	5		1	58
HG ACQ 39MTH	2	1	1	9	57

EC_VWIN_TRL_16M_ESP	15			1	53
HG 33MTH ACQ	2	2	1		53
HG ACQ 41MTH (ESP)	7	4	3		53
EC 39MTH TRAIL (ESP)	10		7		52
HG 29MTH ACQ (ESP)	18				52
TH 14MTH TRAIL (ESP)	14	3		3	52
EP FUTURE	5	2	3	2	51
HG 20MTH TRAIL (ESP)	20	10	6	1	51
TH 9MTH TRAIL (ESP)	13	5	1	3	51
HG ACQ 37MTH (ESP)	18		1	5	49
HG ACQ (39MTH)	8			2	48
HG ACQ (49MTH)	13		2		47
EC_VWIN_TRL_07M_ENG	3	4	1	5	44
HG 19MTH TRAIL (ESP)	8				44
RF ACQ 47MTH	3	2	3		44
TH 12MTH TRAIL ESP	11	2	2		44
TH VOL (ESP)	14		3		44
HG ACQ 25MTH (ESP)	18				43
HG ACQ 51MTH	6	3			43
TH 79MTH TRAIL (ESP)	14				42
EC 12MTH TRAIL (ESP)	6	3			39
TH 15MTH TRAIL (ESP)	19	1			39
TH_VWIN_TRL_6M_ENG	2				39
RF ACQ 53MTH	4			8	36
TH 77MTH TRAIL (ESP)	6	4	6		36
EP 14MTH TRAIL (ESP)		1			34
HG ACQ 43MTH	12	2			34
EC HBO 2P (ALL)	7				33
HG ACQ 29MTH (ESP)	8		1		33
TH 67MTH TRAIL (ESP)	9	6			32
HG ACQ (35MTH)	12	7	1		31
HG ACQ 45MTH (ESP)	22				31
HG ACQ 59MTH (ESP)	9		3		31
EC 16MTH TRAIL (ESP)	4	4			29
HG ACQ (55MTH)			6		29
HG ACQ 61MTH (ESP)	6				29
EC_VWIN_TRL_14M_ESP	4			1	28
EP 1MTH TRAIL (ESP)	8	3			28
HG ACQ (69MTH)	1		3		28
HG ACQ 32MTH(ESP)					28
RF ACQ (59MTH)	2				28

EC_VWIN_TRL_15M_ESP	6		1		27
HG ACQ 35MTH (ESP)	6		1		27
HG ACQ 28MTH (ESP)	7				25
EC SHO 1P (200/250)					24
HG 31MTH ACQ (ESP)	7		2		23
HG ACQ 39MTH (ESP)	2				23
TH 63MTH TRAIL (ESP)			3		23
EP 3MTH TRAIL (ESP)	14		2		22
HG ACQ 55MTH (ESP)	5				22
HG ACQ 57MTH (ESP)	9	4			22
HG ACQ 67MTH	4	2		2	22
HG ACQ 69MTH			2		22
EP 5MTH TRAIL (ESP)	2				21
HG ACQ 49MTH (ESP)	2	2	2	2	21
TH 65MTH TRAIL (ESP)					21
TH 71MTH TRAIL (ESP)	12		1		21
TH VOL (DHP)	1	6	4	7	21
EC_VWIN_TRL_06M_ENG					20
TH 4MTH TRAIL(ESP)	2		3		20
EC 15MTH TRAIL (ESP)	11				19
HG ACQ 65MTH (ESP)	2		3		19
RF ACQ (55MTH)	5				19
TH 73MTH TRAIL (ESP)	3				19
TH 81MTH TRAIL (ESP)	5				19
EP 6MTH TRAIL (ESP)	7	6	1		18
HG 37MTH ACQ (ESP)	10		5		18
HG ACQ 63MTH	4	1	1		18
EC SHO 1P LATINO		1			17
EC_VWIN_TRL_18M_ENG					17
EC 19MTH TRAIL (ESP)	2		3		16
EC_VWIN_TRL_12M_ESP	6				16
HG ACQ 33MTH(ESP)	3				16
RF ACQ (31MTH)	2	2			16
RF ACQ (47MTH)					16
TH (5MTH) TRAIL ESP	3				16
TH 83MTH TRAIL (ESP)		3			16
BF VOL TRAIL (MTH)					15
EC SHO/STZ 2P (ALL)	8				15
EP 4MTH TRAIL (ESP)	14		1		15
EP 9MTH TRAIL (ESP)	2	1	2		15
OR VOL TRAIL (31MTH)	4				14

EC STZ LATINO	1		5		13
EC_VWIN_48HR_ESP	7	2			13
HG ACQ 27MTH ESP	5				13
HG ACQ 47MTH (ESP)	1				13
HG ACQ 25MTH ESP	2		2		12
HG ACQ 35MTH(ESP)	6				12
OR STZ 2P (ALL)		3		5	12
EP 10MTH TRAIL (ESP)		3			11
HG 33MTH ACQ (ESP)					11
HG 35MTH ACQ (ESP)	3			3	10
HG ACQ 53MTH (ESP)	2				10
RF ACQ (43MTH)		2	2		10
RF ACQ 41MTH					10
TH 5MTH TRAIL(ESP)	1				10
TH 69MTH TRAIL (ESP)	3		1		10
TH 75MTH TRAIL (ESP)	4				10
TH FUTURE	2				10
EC STZ 1P (200/250)	6				9
EC_VWIN_TRL_13M_ESP	1				9
EC_VWIN_TRL_05M_ENG		1			8
HG 18MTH TRAIL (ESP)	3	1			8
HG ACQ 26MTH (ESP)	3				8
HG ACQ 69MTH (ESP)	3				8
OR SHO 1PAY (ALL)					8
TH 3MTH TRAIL(ESP)	3				8
TH 6MTH TRAIL(ESP)		4			8
EC STZ 1P LATINO					7
EC_VWIN_TRL_11M_ESP	1	4			7
EP SHO 1P (ALL)					7
HG 49MTH ACQ (ESP)	5				7
OR HBO 1P (ALL)		1			7
OR VOL TRAIL (53MTH)	4	1			7
EC 51MTH TRAIL (ESP)					6
EC SHO LATINO 2P					6
EC_FUTURE		3			6
EP 12MTH TRAIL (ESP)					6
EP_ARPU_SHO_0P					6
HG 73MTH ACQ (ESP)	5				6
HG ACQ (43MTH)					6
HG ACQ 31MTH ESP	4				6
OR STZ 1P (ALL)					6

RF ACQ (51MTH)			3		6
TH 09MTH TRAIL (ESP)	5				6
EC_VWIN_TRL_10M_ESP					5
HG 43MTH ACQ (ESP)	1				5
HG ACQ (51MTH) ESP					5
HG ACQ 63MTH (ESP)	1				5
HG ACQ 75MTH		2			5
EC 21MTH TRAIL (ESP)	1				4
EC AMEX/DDA 1P 200			2		4
EC_VWIN_TRL_04M_ENG					4
EC_VWIN_TRL_9M_ESP	4				4
EP STZ 2P (ALL)	3				4
HG 63MTH ACQ (ESP)			1		4
HG ACQ (49MTH) ESP		1			4
HG ACQ (59MTH) ESP	3				4
HG ACQ 37MTH(ESP)					4
HG ACQ 51MTH (ESP)					4
HG ACQ 71MTH (ESP)	3				4
EC 22MTH TRAIL (ESP)					3
EC HBO 3P (ALL)					3
EC_VWIN_TRL_06M_ESP	3				3
EC_VWIN_TRL_12_ESP	3				3
HG 25MTH ACQ (ESP)	2		1		3
HG 45MTH ACQ (ESP)	2				3
HG 47MTH ACQ (ESP)					3
HG STZ LATINO					3
EC HBO/MAX 1P (ALL)					2
EC MAX 3P (ALL)		2			2
EC SHO 0P HD					2
EC VOL TRAIL (15MTH)	1				2
EC_VWIN_ECARE					2
EC_VWIN_TRL_05M_ESP	2				2
EP_ARPU_PPVO_0PAY				2	2
HG 16MTH TRAIL (ESP)					2
HG ACQ (57MTH) ESP					2
HG ACQ (61MTH) ESP					2
HG ACQ 39MTH(ESP)					2
HG ACQ 67MTH (ESP)					2
HG ACQ 77MTH (ESP)					2
HG DVR LAT DM OTM 2					2
RF ACQ (39MTH)					2

EC 20MTH TRAIL (ESP)					1
EC SHO 2P LATINO					1
EC SHO 3P (ALL)					1
EC STZ 0P LATINO			1		1
EC VOL TRAIL (35MTH)					1
EP_ARPU_MAX_0P					1
EP_ARPU_STARZ_0PAY					1
HG 17MTH TRAIL (ESP)					1
HG 27MTH ACQ (ESP)					1
HG ACQ (31MTH)ESP					1
OR SHO 1P (ALL)					1
OR STZ 1PAY (ALL)	1				1
TH (1MTH) TRAIL ESP					1
TH (3MTH) TRAIL ESP					1

Appendix G: Number of 2007-2010 Dish Call Federal Registry Violations with No EBR Asserted by State

Campaign	California	Illinois	North Carolina	Ohio	Total
EC_VWIN_TRL_14M_ENG	115,360	49,543	22,602	34,711	931,536
EC_VWIN_TRL_05M_ENG	100,123	42,820	18,244	28,792	802,424
EC_VWIN_TRL_06M_ENG	93,138	39,093	16,964	26,957	748,986
EC_VWIN_TRL_12M_ENG	98,245	35,917	17,981	27,900	743,749
EC HBO 0P (ALL)	11,433	68,472	17,241	20,164	733,887
EC_VWIN_TRL_16M_ENG	93,827	33,445	17,924	27,586	700,010
EC_VWIN_TRL_04M_ENG	77,547	34,141	14,389	22,868	630,132
EC_VWIN_TRL_10M_ENG	80,468	31,244	14,233	22,926	610,980
EC_VWIN_TRL_09M_ENG	77,043	30,447	14,018	21,486	602,901
EC_VWIN_TRL_11M_ENG	72,579	29,040	15,526	25,859	588,429
EC_VWIN_TRL_17M_ENG	71,439	23,220	12,595	19,786	503,734
EC_VWIN_TRL_07M_ENG	64,259	26,522	11,344	17,979	498,912
EC_VWIN_TRL_13M_ENG	57,553	21,873	10,795	16,817	442,672
EC_ARPU_PPVO_0PAY	30,283	20,772	10,742	14,003	418,760
EC_VWIN_TRL_15M_ENG	50,085	19,332	9,863	16,241	375,785
EC_ARPU_MAX_0P	34,011	17,584	8,252	11,059	324,976
EC_VWIN_48HR_DHA	39,355	15,480	8,428	12,268	305,500
EC_VWIN_TRL_08M_ENG	38,236	14,810	6,312	9,630	287,813
EC_ARPU_HBO	92,736	327	220	127	286,628
EC_VWIN_48HR_ENG	33,877	13,157	8,545	10,116	284,229

EC HBO 2P (ALL)	34,021	14,738	5,909	7,572	243,041
EC_ARPU_STARZ_0PAY	21,502	11,993	6,275	8,964	224,312
EC_ARPU_MOVIESAT200	20,097	8,629	8,113	11,023	206,370
EC_ARPU_SHO_0P	22,069	11,371	5,628	7,975	198,738
EC_ARPU_CORE_WE	13,347	8,603	6,398	6,724	170,542
EC_VWIN_TRL_6M_ENG	14,558	10,620	3,240	4,538	147,711
EC VOL TRAIL (16MTH)	14,669	6,769	3,889	5,297	140,310
EC BABY FIRST	6,314	9,434	4,857	13,039	136,919
EC VOL TRAIL (14MTH)	13,574	5,748	3,834	5,399	129,873
EC QWEST DSL NO PREM	35				117,508
EC_VWIN_PROMO_TEST	14,198	5,794	2,660	4,390	111,692
EC_VWIN_TRL_9M_ENG	18,483	5,058	2,147	2,824	103,247
EC_VWIN_PROMO_CTRL	11,868	4,706	2,437	3,764	95,893
EC_ARPU_CORE_MOVIES	4,109	12,239	53	74	95,840
EC_VWIN_TRL_8M_ENG	9,865	3,389	2,684	3,485	83,602
HG VOL TRAIL (14MTH)	11,781	3,477	1,872	2,691	83,231
EP STARZ 1P (ALL)	7,061	4,255	2,639	2,646	82,710
EC VOL TRAIL (1MTH)	10,057	3,983	2,308	3,257	82,215
EC_VWIN_AFFORD_CTRL	9,716	3,981	2,109	3,255	79,686
EC_DS_TRL_16M	11,941	4,780	1,980	3,448	78,424
EC VOL TRAIL (22MTH)	7,911	2,796	2,036	2,897	71,771
EC_VWIN_TRL_18M_ENG	6,984	4,916	648	1,168	71,510
EC_VWIN_AFFORD_TEST	8,672	3,402	1,883	2,838	69,779
EC VOL TRAIL (3MTH)	7,669	3,122	2,174	2,737	64,948
EC_VWIN_TRL_03M_ENG	9,163	3,531	1,290	1,970	64,038
EC_FUTURE	8,174	2,743	1,349	2,114	62,642
EC_VWIN_TRL_01M_ENG	8,052	3,226	1,134	1,885	57,068
EC VOL TRAIL (18MTH)	6,599	2,417	1,525	2,043	56,358
EC_DS_TRL_15M	8,487	3,032	1,440	2,365	56,159
EC_VWIN_TRL_3M_ENG	6,740	2,474	1,505	2,324	54,698
EC_ARPU_CORE_AT200	5,881	2,756	1,716	1,914	54,097
EC_ARPU_MOVIESAT120	5,211	1,327	3,112	3,680	52,528
EC VOL TRAIL (6MTH)	6,684	2,206	1,481	2,218	52,453
EC VOL TRAIL (2MTH)	6,546	2,636	1,314	1,912	51,299
EC_VWIN_TRL_5M_ENG	5,649	2,718	1,404	2,003	50,702
EC_VWIN_TRL_2MTH_ENG	5,223	2,126	1,507	1,857	49,566
TH 111307HDST	6,247	2,590	822	1,350	44,882
EC_DS_TRL_07M	4,994	2,626	1,053	1,775	43,523
EC_ARPU_PPVA_0PAY	2,364	2,512	1,023	1,549	43,404
EC_VWIN_TRL_20M_ENG	4,620	2,139	1,181	1,596	42,625
TH HD/DVR UPG	7,950	2,288	779	1,039	42,465

EC_VWIN_TRL_1MTH_ENG	5,197	1,971	1,035	1,402	40,217
EC STARZ 0P (ALL)	3,700	2,168	1,187	1,539	40,090
EC_VWIN_TRL_7M_ENG	2,917	922	3,305	6,072	39,786
EP CRICKET	7,030	3,007	645	964	39,558
OR AMEX/DDA UPGRADE	6,364	2,311	633	936	37,045
EC_VWIN_TRL_16M_ESP	3,656	1,813	975	1,545	35,715
BF E-CARE	3,887	1,330	1,010	1,187	35,478
EP ESSENTIAL SERV	4,711	994	921	592	35,217
EC VOL TRAIL (7MTH)	4,856	1,470	866	1,330	34,531
EC_MAX_RENEWAL_LIVE	4,372	1,998	1,308	1,035	33,958
EC_VWIN_TRL_1M_ENG	4,101	1,688	936	1,279	32,666
EC_VWIN_TRL_02M_ENG	4,861	1,876	591	924	31,857
EC_ARPU_CNTL_10GC	2,432	1,617	783	1,086	28,390
EC VOL TRAIL (10MTH)	3,529	1,242	699	932	27,901
PB HEBREW UPSELL	11,733	445	41	382	26,813
EC_ARPU_10GC	2,572	1,562	613	999	26,325
EC_ARPU_20GC	2,618	1,462	696	1,227	26,026
EP HOMES ORG	4,169	1,053	439	636	24,066
EC HBO 3P (ALL)	3,084	1,293	490	596	23,075
EC_VWIN_EQUIPMENT	2,421	1,157	642	907	22,692
EC_ARPU_30GC	2,280	1,188	599	706	22,271
EC SHO 1P (ALL)	2,197	1,202	579	816	21,863
EC_ARPU_MAX_RENEWAL	2,564	1,252	569	591	20,876
5791_08W50_LTS_PHONE_ENGLISH	2,759	905	858	833	19,846
PB SASIAN WINBACK	3,406	1,452	304	371	19,801
EC_VWIN_TRL_19M_ENG	2,364	1,032	540	741	18,822
5277_08W17_Cold_OTM_Libertad	1,447	3,014	737	1,945	18,695
EC_VWIN_TRL_04M_ESP	2,336	1,031	409	560	18,226
5845_08W52_LTS_PHONE_ENGLISH	2,492	838	793	826	18,132
5263_08W16_Cold_OTM_Libertad	2,360	506	428	809	17,611
5860_09W02_LTS_PHONE_ENGLISH	2,197	783	859	781	17,200
PB HIN DROP	5,165	903	346	554	16,988
EP_PPV_OTHER_0PAY	1,225	999	436	675	16,954
EP STARZ 0P (ALL)	1,641	859	477	728	16,745
EC_VWIN_TRL_22M_ENG	1,675	768	375	531	15,540
EC_VWIN_ECARE	1,729	647	409	526	15,463
OR AMEX/DDA AUTOPAY	4,624	478	35	4	14,914
HG DVR LAT OTM 1	2,555	808	907	244	14,665
6338_09W29_LTS_PHONE_ENGLISH	1,811	643	675	641	14,306
6483_09W34_LTS_PHONE_ENGLISH	1,894	538	653	646	13,389
5895_09W04_LTS_PHONE_ENGLISH	1,925	561	450	507	13,183

5252_08W15_Cold_OTM_OR	175	482	569	1,136	13,115
6403_09W32_LTS_PHONE_ENGLISH	1,595	504	645	627	13,095
EC PLYN ITV ENG	1,033	646	323	412	12,701
EC VOL TRAIL (20MTH)	969	693	324	447	12,558
EC_VWIN_TRL_16M_CNTR	1,522	565	348	465	12,146
5911_09W05_LTS_PHONE_ENGLISH	1,937	435	570	556	11,727
5639_08W44_LTS_OTM_ENGLISH_20081030	1,703	620	404	546	11,620
EC VOL TRAIL (4MTH)	1,236	476	384	544	11,256
EC SHO 2P (ALL)	917	508	343	352	11,195
10648_10W07_LTS_OTM	2,282	611	603	703	11,006
PB ARABIC WINBACK	2,047	609	162	352	11,000
5131_08W02_LTS_OTM_ENGLISH_20080108	1,778	623	547	490	10,880
5855_09W02_LTS_PHONE_ENGLISH	1,313	392	475	654	10,828
10596_10W04_LTS_OTM	2,217	578	638	649	10,797
PB GREEK UPSELL	1,497	334	391	798	10,761
5283_08W18_Cold_OTM_Harlingen	142	426	407	1,103	10,679
EC_ADHOC_LEAGUE_PASS	1,832	431	244	274	10,665
5846_08W52_LTS_PHONE_ENGLISH	1,529	409	427	421	10,629
5091_07W52_LTS_OTM_ENGLISH_20071226	1,639	620	588	420	10,338
EP PLAY 1P (ALL)	936	613	330	311	9,993
5880_09W03_LTS_PHONE_ENGLISH	1,301	299	432	593	9,900
5927_09W06_LTS_PHONE_ENGLISH	1,072	452	505	420	9,845
6103_09W17_LTS_PHONE_ENGLISH	1,363	384	404	472	9,755
5137_08W03_LTS_OTM_ENGLISH_20080115	1,565	569	421	418	9,726
5196_08W09_LTS_OTM_ENGLISH_20080226	1,713	570	461	407	9,709
5157_08W06_LTS_OTM_ENGLISH_20080205	1,507	637	430	422	9,497
EC STARZ 1P (LATINO)	726	501	361	293	9,422
EC_ADHOC_ISRAELI_UPG	3,121	182	35	99	9,339
5507_08W34_LTS_OTM_ENGLISH_20080819	1,153	505	539	434	9,255
5783_08W49_LTS_PHONE_ENGLISH	1,217	504	252	397	9,059
5152_08W05_LTS_OTM_ENGLISH_20080129	1,461	570	386	432	8,952
5488_08W32_LTS_OTM_ENGLISH_20080805	1,227	447	481	369	8,856
5649_08W46_LTS_OTM_ENGLISH_20081113	1,430	422	363	302	8,803
EC_VWIN_SERVICE_TEST	1,098	373	245	470	8,794
5238_08W14_LTS_OTM_ENGLISH_20080401	1,245	533	359	368	8,727
HG VOL TRAIL (1MTH)	1,059	268	187	349	8,716
LI_DIRECT_SALES_HWO	1,520	284	251	622	8,633
5146_08W04_LTS_OTM_ENGLISH_20080122	1,249	611	342	422	8,557
EC_VWIN_TRL_17M_ESP	1,222	313	182	328	8,476
5115_07W53_LTS_OTM_ENGLISH_20071231	1,244	507	395	444	8,460
5607_08W42_LTS_OTM_ENGLISH_20081014	1,150	435	374	433	8,435

5186_08W08_LTS_OTM_ENGLISH_20080219	1,499	506	405	363	8,420
5633_08W44_LTS_OTM_ENGLISH_20081028	1,244	462	385	404	8,318
5223_08W12_LTS_OTM_ENGLISH_20080318	1,301	536	335	381	8,264
5201_08W10_LTS_OTM_ENGLISH_20080304	1,424	559	347	256	8,254
5211_08W11_LTS_OTM_ENGLISH_20080311	1,280	569	440	352	8,215
5495_08W33_LTS_OTM_ENGLISH_20080812	1,051	532	363	444	8,207
EC_VWIN_TRL_16M_CHPR	1,057	306	184	320	8,070
EC PLAYINTV NEW(ESP)	1,768	504	397	84	8,035
5478_08W31_LTS_OTM_ENGLISH_20080729	943	424	374	225	7,899
6196_09W23_LTS_PHONE_ENGLISH	981	317	410	373	7,853
5898_09W04_LTS_PHONE_ENGLISH	1,153	419	337	320	7,780
PB CHI DROP	2,644	378	143	111	7,763
5728_08W47_LTS_PHONE_ENGLISH	929	398	327	360	7,737
5814_08W51_LTS_PHONE_ENGLISH	940	362	266	355	7,721
LI MAX 3P (ALL)	1,078	355	167	207	7,690
5483_08W31_ATT_Cancels	932	639	402	250	7,673
5595_08W41_LTS_OTM_ENGLISH_20081007	921	254	396	424	7,604
5172_08W07_LTS_OTM_ENGLISH_20080212	1,402	529	293	241	7,537
5456_08W29_LTS_OTM_ENGLISH_20080715	846	368	466	345	7,509
5465_08W30_LTS_OTM_ENGLISH_20080722	740	485	309	363	7,502
5724_08W47_LTS_PHONE_ENGLISH	999	381	282	309	7,305
EC_VWIN_SERVICE_CTRL	952	310	176	333	7,268
PB MUL EUR DROP	1,109	348	220	215	7,165
6390_09W31_LTS_PHONE_ENGLISH	972	240	298	299	7,024
EC VOL (ENG)	843	284	159	291	6,942
5282_08W18_LTS_OTM_ENGLISH_20080429	1,163	376	329	264	6,935
5240_08W14_Cold_OTM_Libertad	1,780	36	45	212	6,923
EC BABY FIRST 3	762	436	167	202	6,865
5752_08W48_LTS_PHONE_ENGLISH	927	285	273	289	6,853
6290_09W27_LTS_PHONE_ENGLISH	911	214	277	332	6,771
5620_08W43_LTS_OTM_ENGLISH_20081021	986	310	232	329	6,702
5340_08W22_LTS_OTM_ENGLISH_20080527	812	354	385	263	6,697
5785_08W49_LTS_PHONE_ENGLISH	777	351	288	280	6,663
5805_08W51_LTS_PHONE_ENGLISH	914	282	235	376	6,631
5140_08W03_LTS_OTM_ENGLISH_20080117	1,151	383	210	276	6,564
5356_08W23_LTS_OTM_ENGLISH_20080603	928	342	375	275	6,558
PB CHINESE WINBACK	2,662	174	74	63	6,445
5294_08W19_LTS_OTM_ENGLISH_20080506	1,128	313	390	288	6,399
5673_08W45_LTS_PHONE_ENGLISH	927	250	229	240	6,398
5885_09W03_LTS_PHONE_ENGLISH	1,019	263	235	245	6,301
6029_09W13_LTS_PHONE_ENGLISH	872	265	257	300	6,267

5330_08W21_LTS_OTM_ENGLISH_20080520	811	330	341	288	6,093
6091_09W16_LTS_PHONE_ENGLISH	807	204	253	374	6,034
5121_08W01_LTS_OTM_ENGLISH_20080103	1,084	385	322	250	5,904
5378_08W24_LTS_OTM_ENGLISH_20080610	939	283	241	278	5,860
5402_08W26_LTS_OTM_ENGLISH_20080624	675	289	374	268	5,858
5133_08W02_LTS_OTM_ENGLISH_20080110	1,098	302	217	266	5,830
5418_08W27_LTS_OTM_ENGLISH_20080701	714	177	379	269	5,794
EC BABY FIRST 2	765	332	162	156	5,739
5359_08W23_LTS_OTM_ENGLISH_20080605	825	357	267	259	5,716
5310_08W20_LTS_OTM_ENGLISH_20080513	802	377	239	305	5,709
5155_08W05_LTS_OTM_ENGLISH_20080131	960	423	234	207	5,688
5150_08W04_LTS_OTM_ENGLISH_20080124	791	356	211	245	5,668
6438_09W33_LTS_PHONE_ENGLISH	794	268	268	218	5,613
5272_08W17_LTS_OTM_ENGLISH_20080422	762	304	310	256	5,564
5229_08W13_LTS_OTM_ENGLISH_20080325	637	335	248	275	5,563
EC_DS_TRL_04M	697	310	119	195	5,367
5164_08W06_LTS_OTM_ENGLISH_20080207	950	325	216	198	5,289
EC BABY FIRST 4	789	292	166	127	5,271
PB ITALIAN UPSELL	649	357	29	49	5,202
5275_08W17_Cold_OTM_Harlingen		960	195	672	5186
5431_08W28_LTS_OTM_ENGLISH_20080708	619	305	316	161	5163
5190_08W08_LTS_OTM_ENGLISH_20080221	1051	493	165	140	5155
6140_09W19_LTS_PHONE_ENGLISH	615	161	241	318	5141
5258_08W16_Cold_OTM_Harlingen		224	210	525	5067
5602_08W41_LTS_OTM_ENGLISH_20081009	651	244	184	328	5063
5493_08W32_LTS_OTM_ENGLISH_20080807	762	358	207	201	5024
5176_08W07_LTS_OTM_ENGLISH_20080214	826	285	253	207	4952
5995_09W11_LTS_PHONE_ENGLISH	717	182	202	303	4935
5594_08W40_LTS_OTM_ENGLISH_20081002	662	201	254	239	4863
6113_09W18_LTS_PHONE_ENGLISH	645	195	163	339	4861
6060_09W14_LTS_PHONE_ENGLISH	703	184	241	208	4812
6174_09W21_LTS_PHONE_ENGLISH	703	165	224	200	4811
PB PAK DROP	879	368	80	83	4740
5498_08W33_LTS_OTM_ENGLISH_20080814	694	259	318	277	4648
5983_09W10_LTS_PHONE_ENGLISH	515	224	218	247	4627
BF COMM ROLLOFF	236	203	46	275	4587
5200_08W09_LTS_OTM_ENGLISH_20080228	888	282	160	188	4497
PB ITALIAN WINBACK	259	143	12	76	4493
EC VOL (DHA)	674	239	121	176	4425
5018_07W49_INTL_TRIGGER_Chinese_X_Taiwanese	131	107	259	583	4413
PB ITA DROP	965	243	62	72	4367

5461_08W29_LTS_OTM_ENGLISH_20080717	493	250	235	154	4358
PB RUS DROP	1094	210	52	103	4349
HG TRAIL (10MTH ESP)	1275	231	193	16	4297
5423_08W27_LTS_OTM_ENGLISH_20080703	610	185	269	163	4226
5445_08W28_ATT_Cancels	499	364	208	122	4204
5475_08W30_LTS_OTM_ENGLISH_20080725	513	196	227	173	4126
EC_ADHOC_NHL_CTR_ICE	361	217	107	109	4090
HG DVR LAT OTM 2	683	265	253	64	4088
5204_08W10_LTS_OTM_ENGLISH_20080306	598	280	140	139	4083
PB 0126 UPG(OTM1)	944	279	85	207	4077
PB PORTUGUES WINBACK	388	28	18	22	4031
6188_09W22_LTS_PHONE_ENGLISH	636	151	174	192	4003
5245_08W14_LTS_OTM_ENGLISH_20080404	559	201	151	206	4002
5609_08W42_LTS_OTM_ENGLISH_20081016	507	191	127	170	3985
5214_08W11_LTS_OTM_ENGLISH_20080313	617	322	132	150	3925
5228_08W12_LTS_OTM_ENGLISH_20080320	594	280	195	165	3922
5395_08W25_LTS_OTM_ENGLISH_20080618	407	182	163	228	3911
PB FRE DROP	803	82	49	86	3897
PB FIL DROP	1269	223	67	37	3888
PB JAP DROP	1069	141	122	79	3883
5268_08W16_LTS_OTM_ENGLISH_20080418	578	255	196	202	3845
5370_08W24_ATT_Cancels	774	356	174	172	3828
PB RUSSIAN WINBACK	721	325	34	101	3814
6147_09W19_LTS_PHONE_ENGLISH	535	182	134	169	3803
5269_08W16_Cold_OTM_Inbound_Riverfront	832		142	274	3768
5333_08W21_LTS_OTM_ENGLISH_20080522	477	200	188	165	3759
5482_08W31_LTS_OTM_ENGLISH_20080731	386	139	174	190	3704
5288_08W18_LTS_OTM_ENGLISH_20080501	556	233	208	184	3665
5441_08W28_LTS_OTM_ENGLISH_20080710	535	167	153	139	3621
5396_08W25_LTS_OTM_ENGLISH_20080619	556	175	160	147	3593
5250_08W15_Cold_OTM_Riverfront		162	122	419	3555
5278_08W17_LTS_OTM_ENGLISH_20080424	621	129	157	156	3551
5406_08W26_LTS_OTM_ENGLISH_20080626	437	184	201	175	3498
EP LOYALTY	417	171	82	123	3490
PB FRENCH BOUQUET	622		9	176	3487
5799_08W50_LTS_PHONE_ENGLISH	438	155	73	156	3453
5692_08W45_LTS_PHONE_ENGLISH	510	134	125	154	3446
6068_09W15_LTS_PHONE_ENGLISH	396	151	94	220	3441
EP_DISCO_RETAILER	822	83	73	103	3406
PB GER DROP	501	84	140	75	3376
EC_ADHOC_NHL	825	3	19	9	3353

6011_09W12_LTS_PHONE_ENGLISH	468	104	131	206	3352
PB GERMAN UPSELL	762	126	86	72	3320
5323_08W21_ATT_Cancels	581	271	204	127	3280
5298_08W19_LTS_OTM_ENGLISH_20080508	476	191	146	135	3163
5233_08W13_LTS_OTM_ENGLISH_20080327	417	176	153	183	3068
EP DLHPPV ENGHD	1365	158	30	37	2954
5625_08W43_LTS_OTM_ENGLISH_20081023	403	149	124	182	2952
5975_09W10_LTS_PHONE_ENGLISH	368	138	133	210	2946
5317_08W20_LTS_OTM_ENGLISH_20080515	427	170	168	170	2887
5929_09W06_LTS_PHONE_ENGLISH	385	87	117	180	2878
5951_09W08_LTS_PHONE_ENGLISH	353	144	132	143	2842
EC PLYN TV NEW SUB	26	242	74	95	2821
10534_09W50_LTS_OTM	307	61	124	202	2810
PB TEL DROP	124	255	93	35	2774
PB KOR DROP	631	105	60	37	2773
5935_09W07_LTS_PHONE_ENGLISH	346	114	129	225	2765
6164_09W20_LTS_PHONE_ENGLISH	369	113	105	154	2764
PB ARA DROP	648	176	13	38	2744
5273_08W16_ATT_Cancels_OTM	709	233	188	91	2713
5383_08W24_LTS_OTM_ENGLISH_20080612	347	157	126	102	2678
5231_08W13_Cold_OTM_Q3_Riverfront	100	128	101	143	2666
5534_08W35_LTS_OTM_ENGLISH_20080828	341	47	156	50	2646
PB SASIAN ROLL OUT	685	179	34	41	2613
5232_08W13_Cold_OTM_Q3_Libertad_1	93	102	96	101	2591
PB FRENCH WINBACK	417	121	53	37	2571
5978_09W10_LTS_PHONE_ENGLISH	334	118	94	147	2565
EC DLHPPV ENGSD	662	217	60	67	2518
PB GREEK WINBACK	198	238	48	101	2506
6036_09W13_LTS_PHONE_ENGLISH	318	70	120	122	2462
10654_10W08_LTS_OTM	465	150	85	125	2447
6172_09W21_LTS_PHONE_ENGLISH	309	61	86	124	2427
PB ARABIC UPSELL	1351				2427
10045_09W39_LTS_OTM	446	89	140	99	2409
5276_08W17_Cold_OTM_Riverfront			235	472	2366
PB CHINESE ROLL OUT	616	26	21	44	2364
10170_09W42_LTS_OTM	266	76	98	75	2160
5226_08W12_Cold_OTM_Q3	60	23	101	121	2155
5243_08W14_Cold_OTM_Harlingen	310	3	19	79	2124
5122_08W01_Cold_OTM	67	33		131	2121
5946_09W08_LTS_PHONE_ENGLISH	229	76	93	126	2093
5134_08W02_Cold_OTM_Libertad	143	90	50	83	2091

5235_08W13_Cold_OTM_Libertad_Extra		65	87	278	2073
10175_09W42_LTS_OTM	256	125	39	92	2018
EC_DS_LTS	344	79	68	83	2007
PB BRAZ DROP	254	78	5	1	1995
5089_07W51_LTS_OTM_ENGLISH_20071220	309	115	99	96	1982
6116_09W18_LTS_PHONE_ENGLISH	281	39	77	98	1968
6157_09W20_LTS_PHONE_ENGLISH	247	82	72	103	1965
PB GRE DROP	307	186	20	50	1913
5542_08W37_LTS_OTM_ENGLISH_20080909	408	29	147	29	1904
5399_08W25_ATT_Cancels	317	175	61	65	1892
PB PAKISTANI WINBACK	301	185	25	9	1887
5286_08W18_Cold_OTM_Riverfront		191			1883
6074_09W15_LTS_PHONE_ENGLISH	275	57	43	97	1783
PB POLDROP	114	484	1	21	1759
5387_08W24_ATT_Cancels	330	162	73	85	1756
5189_08W08_Cold_OTM_Libertad	106	70	58	71	1751
10093_09W40_LTS_OTM	217	68	57	79	1740
5284_08W18_AT&T_Cancels_OTM	298	166	111	56	1720
5175_08W07_Cold_OTM_Libertad	91	90	70	87	1715
PB URDU WINBACK	190	182	13	34	1690
5336_08W21_ISL_Recurring_Upgrade_OTM	50	216	8	100	1681
5198_08W09_Cold_OTM_Q2_Libertad	319	12	34	61	1658
10097_09W40_LTS_OTM	208	39	52	64	1657
PB POLISH WINBACK	51	585	6	8	1656
5151_08W04_Cold_OTM_Libertad	329	11	34	31	1615
EC_DS_GG	179	72	71	53	1613
10087_09W40_LTS_OTM	258	62	74	36	1612
5088_07W51_COLD_OTM_Quad1	6	92	52		1586
5344_08W22_LTS_OTM_ENGLISH_20080529	288	73	92	57	1582
5142_08W03_Cold_OTM_Libertad	33	91	50	131	1533
EC_VWIN_FISHER_NDTV	96				1522
10184_09W42_LTS_OTM	246	47	83	107	1513
10127_09W41_LTS_OTM	155	103	55	79	1508
5163_08W06_Cold_OTM_Libetad-	52	47	50	91	1459
EC_VWIN_TRL_11M_P	98	157		172	1459
EC_VWIN_FISHER_DTV	67				1450
5154_08W05_Cold_OTM_Libertad	27	69	48	154	1447
EC 061407LIST3	205	194	1		1434
EP HWO 05026	173	49	42	65	1426
10109_09W40_LTS_OTM	234	47	53	49	1421
HG VOL TRAIL (33MTH)	137	85	40	38	1419

10144_09W41_LTS_OTM	160	59	71	48	1410
10148_09W41_LTS_OTM	154	67	53	42	1387
10132_09W41_LTS_OTM	151	44	49	64	1356
PB ARABIC ROLL OUT	398	60	25	47	1353
10114_09W40_LTS_OTM	133	47	85	60	1346
5159_08W06_XCLD_WO_ATT20080206	610	265		96	1327
10073_09W39_LTS_OTM	212	37	51	52	1222
PB ISR DROP	481	34	1	10	1209
10086_09W40_LTS_GG_OTM	186	67	71	45	1208
EC SH/ST 2P (ALL)	190	146	10	14	1175
PB POR DROP	131	21	22	9	1147
5512_08W34_LTS_OTM_ENGLISH_20080821	60	259	15	18	1142
6215_09W24_LTS_PHONE_ENGLISH	154	38	69	38	1131
10152_09W41_LTS_OTM	140	59	46	54	1128
10260_09W44_LTS_OTM	116	42	47	47	1110
10710_10W10_LTS_OTM	152	25	70	47	1109
10277_09W44_LTS_OTM	169	67	26	54	1066
5529_08W35_LTS_OTM_ENGLISH_20080826	39	31	41	267	1066
PB JAPANESE WINBACK	354	50	21	43	1048
10092_09W40_LTS_GG_OTM	120	46	65	37	1025
EC PLYN ITV OTR(ESP)	228	78	20	9	1011
10189_09W42_LTS_OTM	131	35	78	43	1007
10377_09W46_LTS_OTM	171	20	49	51	1003
5213_08W11_Cold_OTM_Libetad	42	32	42	54	1001
5248_08W14_AT&T_Cancels	464	264	3	96	999
10214_09W43_LTS_OTM	141	44	48	26	990
5580_08W39_AT&T_Cancels	147	88	80	58	976
5234_08W13_Cold_OTM_RiverFront_Extra	19	32	27	91	972
10143_09W41_LTS_GG_OTM	123	62	42	34	968
10108_09W40_LTS_GG_OTM	105	74	52	54	964
HG VOL TRAIL (18MTH)	139	50	28	74	952
PB BRAZ WINBACK	90	7	7	1	948
10281_09W44_LTS_OTM	149	22	52	24	943
5274_08W16_ATT_Cancels_2_OTM	204	92	43	33	943
10224_09W43_LTS_OTM	149	42	29	33	935
10268_09W44_LTS_OTM	127	38	35	20	933
10461_09W48_LTS_OTM	64	60	67	11	930
10131_09W41_LTS_GG_OTM	112	54	43	64	916
10298_09W45_LTS_OTM	87	40	56	28	901
10151_09W41_LTS_GG_OTM	122	49	36	57	892
10402_09W47_LTS_OTM	138	36	37	29	890

10147_09W41_LTS_GG_OTM	85	78	40	36	873
5118_07W52_Cold_OTM_2nd	28	21		29	870
10096_09W40_LTS_GG_OTM	144	66	32	56	868
EC SH/ST 2P(120/180)	50	28	7	9	867
10118_09W41_LTS_OTM	145	28	35	18	842
10359_09W46_LTS_OTM	85	30	37	47	836
10320_09W45_LTS_OTM	100	32	43	18	835
6014_09W12_LTS_PHONE_ENGLISH	89	26	21	51	834
EP HWO 0608	88	39	64	40	833
10126_09W41_LTS_GG_OTM	122	50	33	66	827
10366_09W46_LTS_OTM	146	49	32	53	820
10240_09W43_LTS_OTM	107	33	35	36	818
10311_09W45_LTS_OTM	78	13	24	34	811
10287_09W44_LTS_OTM	88	36	32	21	808
5321_08W20_ATT_Cancels	169	72	46	51	804
5588_08W40_LTS_OTM_ENGLISH_20080930	141	22	9	123	804
10294_09W45_LTS_OTM	144	40	36	49	801
10350_09W46_LTS_OTM	101	45	31	30	799
10245_09W43_LTS_OTM	124	23	49	59	790
10303_09W45_LTS_OTM	101	62	47	30	788
10233_09W43_LTS_OTM	126	41	24	31	776
10210_09W43_LTS_OTM	101	41	35	26	768
5849_08W53_LTS_PHONE_ENGLISH	94	27	14	51	760
10326_09W45_LTS_OTM	85	26	32	50	758
EC 061407LIST2	153	36	40	14	736
10418_09W47_LTS_OTM	109	29	51	32	732
10223_09W43_LTS_GG_OTM	88	40	39	36	728
PB GERMAN WINBACK	110	16	16	33	728
10077_09W40_LTS_OTM	108	37	32	39	713
EC_VWIN_48HR_ESP	142	36	41	16	710
10066_09W39_LTS_OTM	74	37	40	31	707
EP HWO 0203	86	31	21	32	702
PB POLISH ROLL OUT	16	366	3	1	693
10686_10W09_LTS_OTM	138	48	34	29	687
10692_10W09_LTS_OTM	155	45	35	45	684
10113_09W40_LTS_GG_OTM	77	47	19	22	683
5147_08W04_Cold_OTM_Riverfront	87	1	3	21	682
10384_09W46_LTS_OTM	114	22	23	11	681
10411_09W47_LTS_OTM	115	28	38	13	675
PB GERMAN ROLL OUT	103	19	22	4	668
EC_DS_HWO	98	23	8	74	666

10072_09W39_LTS_GG_OTM	78	35	52	28	661
10302_09W45_LTS_GG_OTM	100	15	27	39	655
PB CHINESE UPSELL	265	13		7	651
10673_10W09_LTS_OTM	126	19	47	36	643
5591_08W40_AT&T_Cancels	78	37	37	34	643
10293_09W45_LTS_GG_OTM	98	24	21	36	634
10267_09W44_LTS_GG_OTM	83	55	17	30	631
10259_09W44_LTS_GG_OTM	81	23	36	20	622
10081_09W40_LTS_OTM	164	33	17	24	619
PB ITALIAN ROLL OUT	65	42	15	14	616
10156_09W42_LTS_OTM	54	13	30	16	613
10276_09W44_LTS_GG_OTM	93	70	19	30	607
10401_09W47_LTS_GG_OTM	47	44	49	30	605
10297_09W45_LTS_GG_OTM	92	59	21	25	604
10460_09W48_LTS_GG_OTM	54	28	37	18	604
10678_10W09_LTS_OTM	140	32	56	13	595
5185_08W08_Techie_OTM_Model_Control	17	80	30	41	595
10310_09W45_LTS_GG_OTM	93	79	14	24	593
10709_10W10_LTS_GG_OTM	83	25	33	42	588
10429_09W47_LTS_OTM	58	28	10	21	585
10160_09W42_LTS_OTM	98	19	20	31	577
10436_09W47_LTS_OTM	119	21	33	19	577
10358_09W46_LTS_GG_OTM	68	43	52	30	573
10213_09W43_LTS_GG_OTM	65	11	11	25	560
10331_09W46_LTS_OTM	87	31	18	21	560
10428_09W47_LTS_GG_OTM	71	25	24	34	558
10455_09W48_LTS_OTM	83	4	20	24	556
EC DNS HWO	37	12	23	15	556
10122_09W41_LTS_OTM	86	21	30	35	553
10174_09W42_LTS_GG_OTM	88	24	27	7	553
10417_09W47_LTS_GG_OTM	59	27	24	22	551
10280_09W44_LTS_GG_OTM	81	48	19	20	547
10061_09W39_LTS_OTM	35	18	22	23	540
OCT3103c_LowFruit_East					538
5149_08W04_XCLD_WO_ATT20080123	198	143		30	537
10410_09W47_LTS_GG_OTM	45	16	17	17	519
10232_09W43_LTS_GG_OTM	54	32	14	21	516
PB FRENCH ROLL OUT	109	2	8		493
PB PORTUGUES ROLL OU	35	7		4	481
EC STZ INTL 2P (ALL)	196	186			480
EP HWO 0223	59	19	12	2	477

EP HWO 0802	31	28	11	30	476
10249_09W44_LTS_OTM	49	28	11	14	473
5203_08W10_Cold_OTM_Q2_OR	56	12	6	19	468
10325_09W45_LTS_GG_OTM	80	26	36	6	463
10389_09W47_LTS_OTM	69	23	6	15	460
10155_09W42_LTS_GG_OTM	50	21	10	15	459
10365_09W46_LTS_GG_OTM	30	47	9	20	452
10159_09W42_LTS_GG_OTM	42	23	11	25	447
10244_09W43_LTS_GG_OTM	74	20	11	22	446
10696_10W10_LTS_OTM	67	35	35	31	441
PB FILIPINO WINBACK	178	7	10	3	440
10253_09W44_LTS_OTM	112	23	9	28	437
EP_VWIN_48HR_ESP	128	17	17	8	435
5236_08W13_Cold_OTM_ElPaso	6	24	19	25	434
EC_VWIN_TRL_21M_ENG	56	8	11	16	433
5209_08W10_OTM_Techie_II_Model	6	12	10	44	430
10286_09W44_LTS_GG_OTM	39	31	21	6	428
10349_09W46_LTS_GG_OTM	60	34	14	27	423
10376_09W46_LTS_GG_OTM	39	10	23	12	423
10319_09W45_LTS_GG_OTM	63	14	20	20	422
5199_08W09_Cold_OTM_Q2_Libertad_Extra	65	12	5	12	421
10049_09W39_LTS_OTM	6	19	44	23	420
PB RUSSIAN ROLL OUT	137	12	1	15	410
10076_09W40_LTS_GG_OTM	86	18	25	14	409
10080_09W40_LTS_GG_OTM	46	21	29	13	408
10239_09W43_LTS_GG_OTM	87	31	12	16	408
BF BIG10	13	47	4	92	401
EC_DNS_HWO	33	15	23	31	391
10065_09W39_LTS_GG_OTM	21	24	31	11	389
PB GREEK ROLL OUT	45	34	6	13	384
PB KOREAN WINBACK	62	17	4	9	383
EC STZ INTL 1P (ALL)	44	69	2	1	381
HG VOL TRAIL (16MTH)	48	39	14	2	372
5569_08W38_LTS_OTM_ENGLISH_20080918	23	4	54	6	371
10700_10W10_LTS_OTM	58	15	19	14	370
HG VOL TRAIL (12MTH)	29	19	20	19	369
EP BAM (8/12)	67	2	16	15	367
10169_09W42_LTS_GG_OTM	27	28	5	18	365
10183_09W42_LTS_GG_OTM	65	17	25	32	364
10209_09W43_LTS_GG_OTM	64	16	15	9	362
10394_09W47_LTS_OTM	42	39	12	10	354

EP HWO 0601	38	13	10	7	350
10117_09W41_LTS_GG_OTM	56	14	5	21	349
5963_09W09_LTS_PHONE_ENGLISH	51	11	7	14	346
10383_09W46_LTS_GG_OTM	43	26	15	15	340
10194_09W43_LTS_GG_OTM	26	44	10	24	338
10441_09W48_LTS_OTM	74	20	3	19	337
5180_08W07_Cold_OTM_Harlingen	12	7	9	21	334
10454_09W48_LTS_GG_OTM	32	43	36	8	333
HG VOL TRAIL (37MTH)	45	9	18	7	332
10248_09W44_LTS_GG_OTM	25		7	6	331
10203_09W43_LTS_OTM	48	6	6	23	323
5110_07W52_LTS_OTM_ENGLISH_20071228	42	14	25	15	320
PB SAS DROP	82	1	1		316
10672_10W09_LTS_GG_OTM	85	22	23	17	314
10691_10W09_LTS_GG_OTM	64	33	4	22	311
EP HWO 0309	28	11	18	7	308
10060_09W39_LTS_GG_OTM	9	22	16	6	297
10195_09W43_LTS_OTM	30	13	20	16	297
10121_09W41_LTS_GG_OTM	44	15	14	6	294
EC_FUTURE 1228	56	14	9	7	294
5191_08W08_Cold_OTM_Harlingen	56	6		16	292
EP HWO 05010	43	23	11	2	289
EP HWO 0609	26	9	9	1	286
EP HWO 0316	20	4	20	3	283
10336_09W46_LTS_OTM	26	6	5	23	279
10330_09W46_LTS_GG_OTM	60	22	1	26	276
10435_09W47_LTS_GG_OTM	44	12	4	15	271
5227_08W12_Cold_OTM_Q3	5	8		11	270
PB ISRAELI WINBACK	61	3		1	263
10681_10W09_LTS_GG_OTM	47	6	24	13	255
EP HWO 0501	46	14	16	4	253
10677_10W09_LTS_GG_OTM	51	10	23	14	252
10393_09W47_LTS_GG_OTM	38	21	10	12	251
EP HWO 0809	12	3	11	5	251
QU_ADHOC_RUSS_MEGPK	132		2		251
EP HWO 0216	34	10	13		247
10704_10W10_LTS_GG_OTM	47	5	15	26	246
EP HWO 0505	29	6	11		246
PB TAG DROP	92	12	3		246
HG VOL TRAIL (20MTH)	36	11	16	13	245
EP HWO 05017	33	3	6	10	244

EP HWO 0412	29	8	8	1	242
EP HWO 0321	29	5	6	5	240
EP HWO 0726	10	2	1	17	238
10705_10W10_LTS_OTM	35	12	8	1	237
EP HWO 1002	37	5	3	20	237
EP HWO 0728	12	8	5	2	236
10202_09W43_LTS_GG_OTM	68	21	6	1	235
EP HWO 0816	8	4	7	2	234
PB POL DROP	35	74	5		234
10252_09W44_LTS_GG_OTM	49		1	12	232
10685_10W09_LTS_GG_OTM	41	19	21	17	232
5192_08W08_Cold_OTM_EPaso	24	1	2		229
EP HWO 0227	29	11	5	10	228
EP HWO 0707	21	1	7	11	226
EP HWO 0804	10	12	3	7	224
10388_09W47_LTS_GG_OTM	39	4	25	2	223
10188_09W42_LTS_GG_OTM	9	15	9	19	222
EP HWO 0811	31	6	5	9	220
EP HWO 0727	8	2	7		218
EP HWO 0506	12	3	18		217
EC STZ INTL 3P (ALL)	21	71			216
EP HWO 0502	29	8	3	1	214
PB BRAZ ROLL OUT	42				212
EP BAM (7/14)	43	9	1	4	210
PB RUSSIAN UPSELL	35	4			210
EP HWO 0801	16	9	9	6	206
EP BAM (3/26-31)	37	11	12	5	205
EP HWO 0710	18	11	18	3	205
10440_09W48_LTS_GG_OTM	35	19	9	1	204
5215_08W11_Cold_OTM_El_Paso	10	7	7	6	202
EP HWO 0621	19	11	4	6	197
PB HEBREW WINBACK	51	2		7	195
EP HWO 0610	11		8		194
EP HWO 1004	17	13		6	192
EP HWO 0730	10		9	8	191
EP HWO 0602	16	1	13	4	190
EP HWO 0611	16	3	7		190
EP HWO 1028	22	7	1	5	189
EC_FUTURE 1229	31	7	7	4	188
EP HWO 0419	1	1			188
EP HWO 0421	6	1	5	5	188

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EP HWO 0613	38	2	11	7	188
10335_09W46_LTS_GG_OTM	35	1	6	3	187
EP HWO 05022	28	7	3	3	187
EP HWO 0825	8		13	11	187
5153_08W05_Cold_OTM_Riverfront	2	1	10	17	186
PB TAGALOG ROLL OUT	45	8		12	185
EP HWO 0701	18	5	4	6	183
EP HWO 0210	39	2	3	1	182
EP HWO 0404	27	4	6	4	182
EP HWO 0614	21		10	2	181
PB ITA RAI DROP	29	6	4	4	181
10695_10W10_LTS_GG_OTM	45	12	5	20	180
EP HWO 0618	24	1	12	7	179
EP HWO 0830	11	2	8	5	177
5216_08W11_Cold_OTM_Harlingen	7	2			176
EP HWO 0729	24	2	6	6	176
5210_08W10_OTM_Techie_Control_II	17	7	2	15	175
EP HWO 0818	6		3	26	174
EP HWO 0711	15		8	6	173
EP HWO 0620	23		12	8	172
EP HWO 0429	13	5	2	2	170
PB TAGALOG WINBACK	73	1	2	2	170
5174_08W07_Cold_OTM_Riverfront	7	1	13	7	169
EP HWO 0507	3		8	4	168
LI_SALES_HWO	27	8	2	16	168
EP HWO 0704	7	2	15	6	167
EP HWO 1018	13	1	3		166
EC_FUTURE 1231	24	5	5	6	165
EP HWQ 1001	24	3	8	14	165
PB ARMENIAN WINBACK	141				165
EP HWO 0719	18	1	11	12	163
EP HWO 0929	22	5	10	9	163
EP HWO 0630	8	4	13	5	162
5158_08W06_Cold_OTM_Riverfront	23	3	5		161
EP HWO 0405	10	10	7	3	160
EP HWO 0627	10	4	10	6	160
EP HWO 0820	11	3	11	31	160
EP HWO 0205	30	2	3		159
HG VOL TRAIL (17MTH)	22	13	3		158
EP HWO 0206	11	5	6	2	157
EP HWO 0803	20	6	2	6	156

EP HWO 0623	7		7	1	155
1234_08W45_COLD_OTM	20		8	2	154
EP HWO 05015	23	1	7		152
EP HWO 0414	17	1	2	3	151
5195_08W09_Cold_OTM_Q2	24	3	6	8	150
EP HWO 0616	10	1	3	3	150
EP HWO 0415	22	11	3		149
EP HWO 0509	9	5	2	1	149
PB ITA RAI DISC	7	11			149
EP HWO 1020	24	20	2	9	148
EP HWO 0812	8	4	3	7	147
EP HWO 1010	24	10	2	7	147
EP HWO 0103	9	7	4	10	146
EP HWO 1011	16	2	8	4	146
EP HWO 05011	9	11	5		145
EP HWO 05019	24	11	3	3	145
EP HWO 0806	15	8	2	3	145
EP HWO 1103	17	6	4	4	145
EP HWO 1003	6	1	5	6	144
EP HWO 1108	22		11	6	143
EP HWO 0605	17	2	7	8	142
EP HWO 0625		6	9		142
EP HWO 0403	18	7	2		141
EP HWO 0410	5	8	16	1	141
EP HWO 0411	21	4	4	2	140
EP HWO 05016	9	1	2	12	140
EP HWO 0810	10	8	3	6	138
EP HWO 0819	13	13	13	10	137
EP HWO 0430	14	5	2	3	135
EP HWO 0815	24	4	7	4	135
5187_08W08_Cold_OTM_Riverfront	28		16	2	133
EP HWO 05012	8	9	1	10	131
EP HWO 0814	17	3	2	11	131
5212_08W11_Cold_OTM_Riverfront	41			6	128
EP HWO 1007	5	7		3	126
EP BAM (4/29)	16	6	15	4	125
EP HWO 0702	15	4	4		125
EP HWO 1107	12	4	8	3	125
EP HWO 0204	15	2	3	11	124
EP HWO 0417	2	6	4		124
EP HWO 0628	1	4	2	7	122

EP HWO 0731	4		3		122
EP HWO 0807	11		7	2	121
EP HWO 1025	17	11	2	5	121
EP HWO 0329	36	3	1	1	120
EP HWO 0418	30		5		120
EP HWO 05021	11	3	4	5	120
EP HWO 0619	12	4	2	2	120
EP HWO 0703	12	2	5	3	120
EP HWO 1016	10	3		3	120
EP HWO 0228	11	5			119
EP HWO 0817	9	6	1	4	119
EP HWO 0426	25	3	1		118
EP HWO 0831	3	2	6	4	117
EP HWO 0808	1	5	3	1	116
HG TRAIL (9MTH ESP)	39	4	2		116
1234_08W50_COLD_OTM	12				115
EP HWO 1224	9	1	8	4	115
EP HWO 0503	5	4	5	1	114
EP HWO 0821	8	4	4	12	114
EC_FUTURE 1230	11	6	5	2	113
EP BAM (5/15)	9	3	12	4	113
EP HWO 1027	7	9	2	4	113
HG VOL TRAIL (22MTH)	8	7		2	113
EP HWO 0401	13	14	5	1	110
EP HWO 1005	8	4	6	5	110
EP HWO 0213	14	1	7	5	109
EP HWO 0422	6	4	3	3	109
EP HWO 0617	9		7	3	109
EP HWO 0709	6	2	3	2	109
EP HWO 0813	9			3	109
EP HWO 05013	25	6		5	108
EP HWO 0626	12	3	5	5	108
EP HWO 0826	4		7	7	108
EP HWO 0827	12	3	3	3	108
EP HWO 0416	13		4		107
EP HWO 0402	16		5		105
EP HWO 0130	10	15	2	12	104
EP HWO 0624	5	2	6	3	104
EP HWO 1222	14	1			104
EP HWO 0226	3	2		2	102
EP HWO 1006	9	2	2	7	101

EP HWO 0603	6	4		4	100
EP HWO 0615	7		3	3	100
EP HWO 1102	12	8		5	100
EP HWO 0408	15	4	1	4	99
EP HWO 0629	9	3	5	3	99
EP HWO 1012	5	1	1	7	98
EC DLHPPV ENDSD	13	11	2	2	97
EP HWO 0113	12	1		7	97
EP HWO 05018	4	9	1		96
EP HWO 1119	13	1	2	2	96
PB ARMENIAN ROLL OUT	85				96
EP HWO 0705	6		6	2	95
5792_08W50_COLD_OTM	7	4		6	94
EP HWO 0805	8	2		2	94
EP HWO 1013	15	2	2		94
EP HWO 1024	5	1	6	5	93
EP HWO 0413	12		12	1	92
EP HWO 0224	9	2	1	5	91
EP HWO 0428	15	6			91
EP HWO 1101	8	7	11		91
EP HWO 0211	5	1	2	10	90
EP HWO 0219	18	5		1	90
EP HWO 05020	4		5	13	90
EP HWO 0604	11		4	3	90
EP HWO 0303	4	1	2	1	89
EP HWO 0824	6	3	4	8	89
EC HB MX OP		11			88
EP HWO 0712	13	2	2	3	88
EP HWO 0420	6	2	2	10	87
EP HWO 1014	11	6	4	1	87
EP HWO 0108	2	2	1	13	84
EP HWO 0109	14	2	4	6	84
EP HWO 0325	9		2	2	83
EP HWO 1008	6	5	1		83
EP HWO 1017	5	2	5	7	83
EP HWO 0720	7		6		81
EP HWQ 1104	7	11	3	5	81
EP HWO 0331	22	1	1		80
EP HWO 0716	9	2	6	2	80
EP HWO 0930			5	1	80
EP HWO 0622	3	2	5	3	79

EP HWO 1019	12		9	4	79
EP BAM (3/14-25)	12	4	4	1	78
EP HWO 0212	6	5	4		78
EP HWO 0328	16	3			77
EP HWO 0217	13			3	76
EP HWO 0327	10	9			76
EP HWO 0424	8	2	1	1	75
EP HWO 1124	2	1	2	7	75
EP HWO 0318	3	3		1	74
EP HWO 1117	8		2	4	74
EP HWO 0409	1	10	8	2	73
EP HWO 1009	6	3	3	6	73
EP HWO 1106	4	2	8	6	73
EC PLAYINTV (ENG)	16	8			72
EP HWO 0324			3	1	72
EP HWO 0706	6	2	3	7	72
EP HWO 0708	7		1	3	71
EP HWO 1229	3		3	2	71
5156_08W01_Cold_OTM_Libertad_Extra	1	12		6	70
EP HWO 0225	6	2	2		70
EP BAM (6/03)	6	2	5	2	69
EP HWO 0407	6	2			69
EP HWO 05014	7	2		2	69
5239_08W14_Ex_Mega_Subs_OTM		6			68
EC 061407LIST1	14	3			68
EP HWO 0612		3	7	1	68
5688_08W45_COLD_OTM		12			66
EP HWO 0304	13	3	5		66
EP HWO 0220	7	4	1	1	65
EP HWO 1022	14	1		3	64
EP HWO 1026	4	4	5	5	64
EP HWO 1109	7	2		2	64
EP HWO 1116	6	1		3	64
EP HWO 1129	8	2	5	2	64
EP HWO 1201	14		2	1	64
EP HWO 0218	12	3		2	63
EP HWO 0326	9	2	4	2	63
EP HWO 1105	10	1	2	6	63
EP HWO 1110	3		4	4	63
EP HWO 0425	5	3	1	5	62
EP HWO 0508	6	1	2	1	61

EP HWO 0714	4		8		61
EC_DS_TRL_20M	8	1	6	6	60
EP HWO 0106	4	3	1	3	58
EP HWO 0323	1	2	3	2	57
EP HWO 1122	7	3		4	56
EP HWO 1128		7		2	56
EP HWO 1219	4	1	6	1	56
PB AFRICAN WINBACK	11		6		56
EP BAM (4/01/02)	5		1	1	55
1234_08W52_COLD_OTM	7			1	54
EP HWO 1030	7	2			54
5202_08W10_Cold_OTM_Q2_RF	5			2	53
EP BAM (4/09)	6	6		3	53
EP HWO 1208	5	4	1	2	53
EP HWO 1223	2		4	10	53
EP HWO 0722	2	7	3	2	52
EP HWO 1206	7		3	1	52
EP HWO 0317	1	2	4	5	49
EP HWO 0721	1	8	2	3	49
EP HWO 1029	7	4	2	1	49
EP HWO 1213	6			1	49
EP HWO 1023	7	2	3		48
EP HWO 1214	4		1	3	48
5844_08W52_COLD_OTM	8	14			47
EP HWO 1211	1	1		4	47
EP HWO 0305	6	1			46
EP HWO 0319	8				46
EP HWO 1120	4	2	5		46
EP HWO 1220	3		2		45
EP HWO 1114	4	2		1	43
EP HWO 0330	3	1	1		42
EP HWO 1209	5	1	2	1	42
1234_08W51_COLD_OTM	27				41
EP HWO 1210	7	2	1	4	41
EP HWO 1218	4		1	2	41
EP HWO 1111			2	5	40
EP HWO 1123		2	1		39
EP HWO 0107	3	1			38
EP HWO 1221	3		1	2	36
EP HWO 1212	3	2	1	2	34
EP HWO 1217	3	1	1	2	34

EP HWO 1205	2			1	32
EP HWO 1207	1	1			32
EP HWO 0713	6		4		31
EP HWO 1202	1	3		1	29
EP HWO 1226			2	8	29
5643_08W44_Cold_OTM_El_Paso	5				27
EP HWO 1130	4	1		1	27
EP HWO 1203	3	2		1	27
EP HWO 0306	5				25
EP HWO 1204	2				25
EP HWO 0423		1		1	24
EP HWO 0715	2	1			24
EP HWO 1113	5				23
EP HWO 1230	1	1	1	1	23
1234_08W49_COLD_OTM				3	21
EP HWO 0427	3				21
PB MUL EUR ROLL OUT	6				20
EP BAM (4/11)	2				17
EP HWO 0311					17
5208_08W10_Cold_OTM_Q2_Harlingen	1				16
EP HWO 0301	5				14
HG VOL TRAIL (15MTH)		2			14
EP HWO 1125	6	1			12
EP HWO 0102	1	1			11
EP HWO 0723					11
EP HWO 1118	3				11
PB UKR WINBACK					11
5809_08W51_COLD_OTM	6				10
PB ITA PAN DISC					10
1234_08W53_COLD_OTM	8				8
EP HWO 0312					8
EC PLAYINTV (ESP)	2			1	7
EP HWO 1215		1			6
EP HWO 1216				1	6
EQFX_DM_TO_OTM					6
EP HWO 1127					4
EC_VWIN_ECARE_ESP	1				3
PB 0127 UPG(OTM1)	1			1	3
PB VIET WINBACK	3				3
EP HWO 0320					2
TH 111607HOME	1				2

PB ITA PAN DROP					1

Appendix H: Number of 2007-2010 Dish Call Federal Registry & Dish Internal Violations by State

Campaign	California	Illinois	North Carolina	Ohio	Total
EC_VWIN_TRL_14M_ENG	115,360	49,543	22,602	34,711	931,536
EC_VWIN_TRL_05M_ENG	100,123	42,820	18,244	28,792	802,424
EC_VWIN_TRL_06M_ENG	93,138	39,093	16,964	26,957	748,986
EC_VWIN_TRL_12M_ENG	98,245	35,917	17,981	27,900	743,749
EC HBO 0P (ALL)	11,433	68,472	17,241	20,164	733,887
EC_VWIN_TRL_16M_ENG	93,827	33,445	17,924	27,586	700,010
EC_VWIN_TRL_04M_ENG	77,547	34,141	14,389	22,868	630,132
EC_VWIN_TRL_10M_ENG	80,468	31,244	14,233	22,926	610,980
EC_VWIN_TRL_09M_ENG	77,043	30,447	14,018	21,486	602,901
EC_VWIN_TRL_11M_ENG	72,579	29,040	15,526	25,859	588,429
EC_VWIN_TRL_17M_ENG	71,439	23,220	12,595	19,786	503,734
EC_VWIN_TRL_07M_ENG	64,259	26,522	11,344	17,979	498,912
EC_VWIN_TRL_13M_ENG	57,553	21,873	10,795	16,817	442,672
EC_ARPU_PPVO_0PAY	30,283	20,772	10,742	14,003	418,760
EC_VWIN_TRL_15M_ENG	50,085	19,332	9,863	16,241	375,785
EC_ARPU_MAX_0P	34,011	17,584	8,252	11,059	324,976
EC_VWIN_48HR_DHA	39,355	15,480	8,428	12,268	305,500
EC_VWIN_TRL_08M_ENG	38,236	14,810	6,312	9,630	287,813
EC_ARPU_HBO	92,736	327	220	127	286,628
EC_VWIN_48HR_ENG	33,877	13,157	8,545	10,116	284,229
EC HBO 2P (ALL)	34,021	14,738	5,909	7,572	243,041
EC_ARPU_STARZ_0PAY	21,502	11,993	6,275	8,964	224,312
EC_ARPU_MOVIESAT200	20,097	8,629	8,113	11,023	206,370
EC_ARPU_SHO_0P	22,069	11,371	5,628	7,975	198,738
EC_ARPU_CORE_WE	13,347	8,603	6,398	6,724	170,542
EC_VWIN_TRL_6M_ENG	14,558	10,620	3,240	4,538	147,711
EC VOL TRAIL (16MTH)	14,669	6,769	3,889	5,297	140,310
EC BABY FIRST	6,314	9,434	4,857	13,039	136,919
EC VOL TRAIL (14MTH)	13,574	5,748	3,834	5,399	129,873
EC QWEST DSL NO PREM	35				117,508
EC_VWIN_PROMO_TEST	14,198	5,794	2,660	4,390	111,692
EC_VWIN_TRL_9M_ENG	18,483	5,058	2,147	2,824	103,247
EC_VWIN_PROMO_CTRL	11,868	4,706	2,437	3,764	95,893

EC_ARPU_CORE_MOVIES	4,109	12,239	53	74	95,840
EC_VWIN_TRL_8M_ENG	9,865	3,389	2,684	3,485	83,602
HG VOL TRAIL (14MTH)	11,781	3,477	1,872	2,691	83,231
EP STARZ 1P (ALL)	7,061	4,255	2,639	2,646	82,710
EC VOL TRAIL (1MTH)	10,057	3,983	2,308	3,257	82,215
EC_VWIN_AFFORD_CTRL	9,716	3,981	2,109	3,255	79,686
EC_DS_TRL_16M	11,941	4,780	1,980	3,448	78,424
EC VOL TRAIL (22MTH)	7,911	2,796	2,036	2,897	71,771
EC_VWIN_TRL_18M_ENG	6,984	4,916	648	1,168	71,510
EC_VWIN_AFFORD_TEST	8,672	3,402	1,883	2,838	69,779
EC VOL TRAIL (3MTH)	7,669	3,122	2,174	2,737	64,948
EC_VWIN_TRL_03M_ENG	9,163	3,531	1,290	1,970	64,038
EC_FUTURE	8,174	2,743	1,349	2,114	62,642
EC_VWIN_TRL_01M_ENG	8,052	3,226	1,134	1,885	57,068
EC VOL TRAIL (18MTH)	6,599	2,417	1,525	2,043	56,358
EC_DS_TRL_15M	8,487	3,032	1,440	2,365	56,159
EC_VWIN_TRL_3M_ENG	6,740	2,474	1,505	2,324	54,698
EC_ARPU_CORE_AT200	5,881	2,756	1,716	1,914	54,097
EC_ARPU_MOVIESAT120	5,211	1,327	3,112	3,680	52,528
EC VOL TRAIL (6MTH)	6,684	2,206	1,481	2,218	52,453
EC VOL TRAIL (2MTH)	6,546	2,636	1,314	1,912	51,299
EC_VWIN_TRL_5M_ENG	5,649	2,718	1,404	2,003	50,702
EC_VWIN_TRL_2MTH_ENG	5,223	2,126	1,507	1,857	49,566
TH 111307HDST	6,247	2,590	822	1,350	44,882
EC_DS_TRL_07M	4,994	2,626	1,053	1,775	43,523
EC_ARPU_PPVA_0PAY	2,364	2,512	1,023	1,549	43,404
EC_VWIN_TRL_20M_ENG	4,620	2,139	1,181	1,596	42,625
TH HD/DVR UPG	7,950	2,288	779	1,039	42,465
EC_VWIN_TRL_1MTH_ENG	5,197	1,971	1,035	1,402	40,217
EC STARZ 0P (ALL)	3,700	2,168	1,187	1,539	40,090
EC_VWIN_TRL_7M_ENG	2,917	922	3,305	6,072	39,786
EP CRICKET	7,030	3,007	645	964	39,558
OR AMEX/DDA UPGRADE	6,364	2,311	633	936	37,045
EC_VWIN_TRL_16M_ESP	3,656	1,813	975	1,545	35,715
BF E-CARE	3,887	1,330	1,010	1,187	35,478
EP ESSENTIAL SERV	4,711	994	921	592	35,217
EC VOL TRAIL (7MTH)	4,856	1,470	866	1,330	34,531
EC_MAX_RENEWAL_LIVE	4,372	1,998	1,308	1,035	33,958
EC_VWIN_TRL_1M_ENG	4,101	1,688	936	1,279	32,666
EC_VWIN_TRL_02M_ENG	4,861	1,876	591	924	31,857
EC_ARPU_CNTL_10GC	2,432	1,617	783	1,086	28,390

EC VOL TRAIL (10MTH)	3,529	1,242	699	932	27,901
PB HEBREW UPSELL	11,733	445	41	382	26,813
EC_ARPU_10GC	2,572	1,562	613	999	26,325
EC_ARPU_20GC	2,618	1,462	696	1,227	26,026
EP HOMES ORG	4,169	1,053	439	636	24,066
EC HBO 3P (ALL)	3,084	1,293	490	596	23,075
EC_VWIN_EQUIPMENT	2,421	1,157	642	907	22,692
EC_ARPU_30GC	2,280	1,188	599	706	22,271
EC SHO 1P (ALL)	2,197	1,202	579	816	21,863
EC_ARPU_MAX_RENEWAL	2,564	1,252	569	591	20,876
5791_08W50_LTS_PHONE_ENGLISH	2,759	905	858	833	19,846
PB SASIAN WINBACK	3,406	1,452	304	371	19,801
EC_VWIN_TRL_19M_ENG	2,364	1,032	540	741	18,822
5277_08W17_Cold_OTM_Libertad	1,447	3,014	737	1,945	18,695
EC_VWIN_TRL_04M_ESP	2,336	1,031	409	560	18,226
5845_08W52_LTS_PHONE_ENGLISH	2,492	838	793	826	18,132
5263_08W16_Cold_OTM_Libertad	2,360	506	428	809	17,611
5860_09W02_LTS_PHONE_ENGLISH	2,197	783	859	781	17,200
PB HIN DROP	5,165	903	346	554	16,988
EP_PPV_OTHER_0PAY	1,225	999	436	675	16,954
EP STARZ 0P (ALL)	1,641	859	477	728	16,745
EC_VWIN_TRL_22M_ENG	1,675	768	375	531	15,540
EC_VWIN_ECARE	1,729	647	409	526	15,463
OR AMEX/DDA AUTOPAY	4,624	478	35	4	14,914
HG DVR LAT OTM 1	2,555	808	907	244	14,665
6338_09W29_LTS_PHONE_ENGLISH	1,811	643	675	641	14,306
6483_09W34_LTS_PHONE_ENGLISH	1,894	538	653	646	13,389
5895_09W04_LTS_PHONE_ENGLISH	1,925	561	450	507	13,183
5252_08W15_Cold_OTM_OR	175	482	569	1,136	13,115
6403_09W32_LTS_PHONE_ENGLISH	1,595	504	645	627	13,095
EC PLYN ITV ENG	1,033	646	323	412	12,701
EC VOL TRAIL (20MTH)	969	693	324	447	12,558
EC_VWIN_TRL_16M_CNTR	1,522	565	348	465	12,146
5911_09W05_LTS_PHONE_ENGLISH	1,937	435	570	556	11,727
5639_08W44_LTS_OTM_ENGLISH_20081030	1,703	620	404	546	11,620
EC VOL TRAIL (4MTH)	1,236	476	384	544	11,256
EC SHO 2P (ALL)	917	508	343	352	11,195
10648_10W07_LTS_OTM	2,282	611	603	703	11,006
PB ARABIC WINBACK	2,047	609	162	352	11,000
5131_08W02_LTS_OTM_ENGLISH_20080108	1,778	623	547	490	10,880
5855_09W02_LTS_PHONE_ENGLISH	1,313	392	475	654	10,828

10596_10W04_LTS_OTM	2,217	578	638	649	10,797
PB GREEK UPSELL	1,497	334	391	798	10,761
5283_08W18_Cold_OTM_Harlingen	142	426	407	1,103	10,679
EC_ADHOC_LEAGUE_PASS	1,832	431	244	274	10,665
5846_08W52_LTS_PHONE_ENGLISH	1,529	409	427	421	10,629
5091_07W52_LTS_OTM_ENGLISH_20071226	1,639	620	588	420	10,338
EP PLAY 1P (ALL)	936	613	330	311	9,993
5880_09W03_LTS_PHONE_ENGLISH	1,301	299	432	593	9,900
5927_09W06_LTS_PHONE_ENGLISH	1,072	452	505	420	9,845
6103_09W17_LTS_PHONE_ENGLISH	1,363	384	404	472	9,755
5137_08W03_LTS_OTM_ENGLISH_20080115	1,565	569	421	418	9,726
5196_08W09_LTS_OTM_ENGLISH_20080226	1,713	570	461	407	9,709
5157_08W06_LTS_OTM_ENGLISH_20080205	1,507	637	430	422	9,497
EC STARZ 1P (LATINO)	726	501	361	293	9,422
EC_ADHOC_ISRAELI_UPG	3,121	182	35	99	9,339
5507_08W34_LTS_OTM_ENGLISH_20080819	1,153	505	539	434	9,255
5783_08W49_LTS_PHONE_ENGLISH	1,217	504	252	397	9,059
5152_08W05_LTS_OTM_ENGLISH_20080129	1,461	570	386	432	8,952
5488_08W32_LTS_OTM_ENGLISH_20080805	1,227	447	481	369	8,856
5649_08W46_LTS_OTM_ENGLISH_20081113	1,430	422	363	302	8,803
EC_VWIN_SERVICE_TEST	1,098	373	245	470	8,794
5238_08W14_LTS_OTM_ENGLISH_20080401	1,245	533	359	368	8,727
HG VOL TRAIL (1MTH)	1,059	268	187	349	8,716
LI_DIRECT_SALES_HWO	1,520	284	251	622	8,633
5146_08W04_LTS_OTM_ENGLISH_20080122	1,249	611	342	422	8,557
EC_VWIN_TRL_17M_ESP	1,222	313	182	328	8,476
5115_07W53_LTS_OTM_ENGLISH_20071231	1,244	507	395	444	8,460
5607_08W42_LTS_OTM_ENGLISH_20081014	1,150	435	374	433	8,435
5186_08W08_LTS_OTM_ENGLISH_20080219	1,499	506	405	363	8,420
5633_08W44_LTS_OTM_ENGLISH_20081028	1,244	462	385	404	8,318
5223_08W12_LTS_OTM_ENGLISH_20080318	1,301	536	335	381	8,264
5201_08W10_LTS_OTM_ENGLISH_20080304	1,424	559	347	256	8,254
5211_08W11_LTS_OTM_ENGLISH_20080311	1,280	569	440	352	8,215
5495_08W33_LTS_OTM_ENGLISH_20080812	1,051	532	363	444	8,207
EC_VWIN_TRL_16M_CHPR	1,057	306	184	320	8,070
EC PLAYINTV NEW(ESP)	1,768	504	397	84	8,035
5478_08W31_LTS_OTM_ENGLISH_20080729	943	424	374	225	7,899
6196_09W23_LTS_PHONE_ENGLISH	981	317	410	373	7,853
5898_09W04_LTS_PHONE_ENGLISH	1,153	419	337	320	7,780
PB CHI DROP	2,644	378	143	111	7,763
5728_08W47_LTS_PHONE_ENGLISH	929	398	327	360	7,737

5814_08W51_LTS_PHONE_ENGLISH	940	362	266	355	7,721
LI MAX 3P (ALL)	1,078	355	167	207	7,690
5483_08W31_ATT_Cancels	932	639	402	250	7,673
5595_08W41_LTS_OTM_ENGLISH_20081007	921	254	396	424	7,604
5172_08W07_LTS_OTM_ENGLISH_20080212	1,402	529	293	241	7,537
5456_08W29_LTS_OTM_ENGLISH_20080715	846	368	466	345	7,509
5465_08W30_LTS_OTM_ENGLISH_20080722	740	485	309	363	7,502
5724_08W47_LTS_PHONE_ENGLISH	999	381	282	309	7,305
EC_VWIN_SERVICE_CTRL	952	310	176	333	7,268
PB MUL EUR DROP	1,109	348	220	215	7,165
6390_09W31_LTS_PHONE_ENGLISH	972	240	298	299	7,024
EC VOL (ENG)	843	284	159	291	6,942
5282_08W18_LTS_OTM_ENGLISH_20080429	1,163	376	329	264	6,935
5240_08W14_Cold_OTM_Libertad	1,780	36	45	212	6,923
EC BABY FIRST 3	762	436	167	202	6,865
5752_08W48_LTS_PHONE_ENGLISH	927	285	273	289	6,853
6290_09W27_LTS_PHONE_ENGLISH	911	214	277	332	6,771
5620_08W43_LTS_OTM_ENGLISH_20081021	986	310	232	329	6,702
5340_08W22_LTS_OTM_ENGLISH_20080527	812	354	385	263	6,697
5785_08W49_LTS_PHONE_ENGLISH	777	351	288	280	6,663
5805_08W51_LTS_PHONE_ENGLISH	914	282	235	376	6,631
5140_08W03_LTS_OTM_ENGLISH_20080117	1,151	383	210	276	6,564
5356_08W23_LTS_OTM_ENGLISH_20080603	928	342	375	275	6,558
PB CHINESE WINBACK	2,662	174	74	63	6,445
5294_08W19_LTS_OTM_ENGLISH_20080506	1,128	313	390	288	6,399
5673_08W45_LTS_PHONE_ENGLISH	927	250	229	240	6,398
5885_09W03_LTS_PHONE_ENGLISH	1,019	263	235	245	6,301
6029_09W13_LTS_PHONE_ENGLISH	872	265	257	300	6,267
5330_08W21_LTS_OTM_ENGLISH_20080520	811	330	341	288	6,093
6091_09W16_LTS_PHONE_ENGLISH	807	204	253	374	6,034
5121_08W01_LTS_OTM_ENGLISH_20080103	1,084	385	322	250	5,904
5378_08W24_LTS_OTM_ENGLISH_20080610	939	283	241	278	5,860
5402_08W26_LTS_OTM_ENGLISH_20080624	675	289	374	268	5,858
5133_08W02_LTS_OTM_ENGLISH_20080110	1,098	302	217	266	5,830
5418_08W27_LTS_OTM_ENGLISH_20080701	714	177	379	269	5,794
EC BABY FIRST 2	765	332	162	156	5,739
5359_08W23_LTS_OTM_ENGLISH_20080605	825	357	267	259	5,716
5310_08W20_LTS_OTM_ENGLISH_20080513	802	377	239	305	5,709
5155_08W05_LTS_OTM_ENGLISH_20080131	960	423	234	207	5,688
5150_08W04_LTS_OTM_ENGLISH_20080124	791	356	211	245	5,668
6438_09W33_LTS_PHONE_ENGLISH	794	268	268	218	5,613

5272_08W17_LTS_OTM_ENGLISH_20080422	762	304	310	256	5,564
5229_08W13_LTS_OTM_ENGLISH_20080325	637	335	248	275	5,563
EC_DS_TRL_04M	697	310	119	195	5,367
5164_08W06_LTS_OTM_ENGLISH_20080207	950	325	216	198	5,289
EC BABY FIRST 4	789	292	166	127	5,271
PB ITALIAN UPSELL	649	357	29	49	5,202
5275_08W17_Cold_OTM_Harlingen		960	195	672	5186
5431_08W28_LTS_OTM_ENGLISH_20080708	619	305	316	161	5163
5190_08W08_LTS_OTM_ENGLISH_20080221	1051	493	165	140	5155
6140_09W19_LTS_PHONE_ENGLISH	615	161	241	318	5141
5258_08W16_Cold_OTM_Harlingen		224	210	525	5067
5602_08W41_LTS_OTM_ENGLISH_20081009	651	244	184	328	5063
5493_08W32_LTS_OTM_ENGLISH_20080807	762	358	207	201	5024
5176_08W07_LTS_OTM_ENGLISH_20080214	826	285	253	207	4952
5995_09W11_LTS_PHONE_ENGLISH	717	182	202	303	4935
5594_08W40_LTS_OTM_ENGLISH_20081002	662	201	254	239	4863
6113_09W18_LTS_PHONE_ENGLISH	645	195	163	339	4861
6060_09W14_LTS_PHONE_ENGLISH	703	184	241	208	4812
6174_09W21_LTS_PHONE_ENGLISH	703	165	224	200	4811
PB PAK DROP	879	368	80	83	4740
5498_08W33_LTS_OTM_ENGLISH_20080814	694	259	318	277	4648
5983_09W10_LTS_PHONE_ENGLISH	515	224	218	247	4627
BF COMM ROLLOFF	236	203	46	275	4587
5200_08W09_LTS_OTM_ENGLISH_20080228	888	282	160	188	4497
PB ITALIAN WINBACK	259	143	12	76	4493
EC VOL (DHA)	674	239	121	176	4425
5018_07W49_INTL_TRIGGER_Chinese_X_Taiwanese	131	107	259	583	4413
PB ITA DROP	965	243	62	72	4367
5461_08W29_LTS_OTM_ENGLISH_20080717	493	250	235	154	4358
PB RUS DROP	1094	210	52	103	4349
HG TRAIL (10MTH ESP)	1275	231	193	16	4297
5423_08W27_LTS_OTM_ENGLISH_20080703	610	185	269	163	4226
5445_08W28_ATT_Cancels	499	364	208	122	4204
5475_08W30_LTS_OTM_ENGLISH_20080725	513	196	227	173	4126
EC_ADHOC_NHL_CTR_ICE	361	217	107	109	4090
HG DVR LAT OTM 2	683	265	253	64	4088
5204_08W10_LTS_OTM_ENGLISH_20080306	598	280	140	139	4083
PB 0126 UPG(OTM1)	944	279	85	207	4077
PB PORTUGUES WINBACK	388	28	18	22	4031
6188_09W22_LTS_PHONE_ENGLISH	636	151	174	192	4003
5245_08W14_LTS_OTM_ENGLISH_20080404	559	201	151	206	4002

5609_08W42_LTS_OTM_ENGLISH_20081016	507	191	127	170	3985
5214_08W11_LTS_OTM_ENGLISH_20080313	617	322	132	150	3925
5228_08W12_LTS_OTM_ENGLISH_20080320	594	280	195	165	3922
5395_08W25_LTS_OTM_ENGLISH_20080618	407	182	163	228	3911
PB FRE DROP	803	82	49	86	3897
PB FIL DROP	1269	223	67	37	3888
PB JAP DROP	1069	141	122	79	3883
5268_08W16_LTS_OTM_ENGLISH_20080418	578	255	196	202	3845
5370_08W24_ATT_Cancels	774	356	174	172	3828
PB RUSSIAN WINBACK	721	325	34	101	3814
6147_09W19_LTS_PHONE_ENGLISH	535	182	134	169	3803
5269_08W16_Cold_OTM_Inbound_Riverfront	832		142	274	3768
5333_08W21_LTS_OTM_ENGLISH_20080522	477	200	188	165	3759
5482_08W31_LTS_OTM_ENGLISH_20080731	386	139	174	190	3704
5288_08W18_LTS_OTM_ENGLISH_20080501	556	233	208	184	3665
5441_08W28_LTS_OTM_ENGLISH_20080710	535	167	153	139	3621
5396_08W25_LTS_OTM_ENGLISH_20080619	556	175	160	147	3593
5250_08W15_Cold_OTM_Riverfront		162	122	419	3555
5278_08W17_LTS_OTM_ENGLISH_20080424	621	129	157	156	3551
5406_08W26_LTS_OTM_ENGLISH_20080626	437	184	201	175	3498
EP LOYALTY	417	171	82	123	3490
PB FRENCH BOUQUET	622		9	176	3487
5799_08W50_LTS_PHONE_ENGLISH	438	155	73	156	3453
5692_08W45_LTS_PHONE_ENGLISH	510	134	125	154	3446
6068_09W15_LTS_PHONE_ENGLISH	396	151	94	220	3441
EP_DISCO_RETAILER	822	83	73	103	3406
PB GER DROP	501	84	140	75	3376
EC_ADHOC_NHL	825	3	19	9	3353
6011_09W12_LTS_PHONE_ENGLISH	468	104	131	206	3352
PB GERMAN UPSELL	762	126	86	72	3320
5323_08W21_ATT_Cancels	581	271	204	127	3280
5298_08W19_LTS_OTM_ENGLISH_20080508	476	191	146	135	3163
5233_08W13_LTS_OTM_ENGLISH_20080327	417	176	153	183	3068
EP DLHPPV ENGHD	1365	158	30	37	2954
5625_08W43_LTS_OTM_ENGLISH_20081023	403	149	124	182	2952
5975_09W10_LTS_PHONE_ENGLISH	368	138	133	210	2946
5317_08W20_LTS_OTM_ENGLISH_20080515	427	170	168	170	2887
5929_09W06_LTS_PHONE_ENGLISH	385	87	117	180	2878
5951_09W08_LTS_PHONE_ENGLISH	353	144	132	143	2842
EC PLYN TV NEW SUB	26	242	74	95	2821
10534_09W50_LTS_OTM	307	61	124	202	2810

PB TEL DROP	124	255	93	35	2774
PB KOR DROP	631	105	60	37	2773
5935_09W07_LTS_PHONE_ENGLISH	346	114	129	225	2765
6164_09W20_LTS_PHONE_ENGLISH	369	113	105	154	2764
PB ARA DROP	648	176	13	38	2744
5273_08W16_ATT_Cancels_OTM	709	233	188	91	2713
5383_08W24_LTS_OTM_ENGLISH_20080612	347	157	126	102	2678
5231_08W13_Cold_OTM_Q3_Riverfront	100	128	101	143	2666
5534_08W35_LTS_OTM_ENGLISH_20080828	341	47	156	50	2646
PB SASIAN ROLL OUT	685	179	34	41	2613
5232_08W13_Cold_OTM_Q3_Libertad_1	93	102	96	101	2591
PB FRENCH WINBACK	417	121	53	37	2571
5978_09W10_LTS_PHONE_ENGLISH	334	118	94	147	2565
EC DLHPPV ENGSD	662	217	60	67	2518
PB GREEK WINBACK	198	238	48	101	2506
6036_09W13_LTS_PHONE_ENGLISH	318	70	120	122	2462
10654_10W08_LTS_OTM	465	150	85	125	2447
6172_09W21_LTS_PHONE_ENGLISH	309	61	86	124	2427
PB ARABIC UPSELL	1351				2427
10045_09W39_LTS_OTM	446	89	140	99	2409
5276_08W17_Cold_OTM_Riverfront			235	472	2366
PB CHINESE ROLL OUT	616	26	21	44	2364
10170_09W42_LTS_OTM	266	76	98	75	2160
5226_08W12_Cold_OTM_Q3	60	23	101	121	2155
5243_08W14_Cold_OTM_Harlingen	310	3	19	79	2124
5122_08W01_Cold_OTM	67	33		131	2121
5946_09W08_LTS_PHONE_ENGLISH	229	76	93	126	2093
5134_08W02_Cold_OTM_Libertad	143	90	50	83	2091
5235_08W13_Cold_OTM_Libertad_Extra		65	87	278	2073
10175_09W42_LTS_OTM	256	125	39	92	2018
EC_DS_LTS	344	79	68	83	2007
PB BRAZ DROP	254	78	5	1	1995
5089_07W51_LTS_OTM_ENGLISH_20071220	309	115	99	96	1982
6116_09W18_LTS_PHONE_ENGLISH	281	39	77	98	1968
6157_09W20_LTS_PHONE_ENGLISH	247	82	72	103	1965
PB GRE DROP	307	186	20	50	1913
5542_08W37_LTS_OTM_ENGLISH_20080909	408	29	147	29	1904
5399_08W25_ATT_Cancels	317	175	61	65	1892
PB PAKISTANI WINBACK	301	185	25	9	1887
5286_08W18_Cold_OTM_Riverfront		191			1883
6074_09W15_LTS_PHONE_ENGLISH	275	57	43	97	1783

PB POLDROP	114	484	1	21	1759
5387_08W24_ATT_Cancels	330	162	73	85	1756
5189_08W08_Cold_OTM_Libertad	106	70	58	71	1751
10093_09W40_LTS_OTM	217	68	57	79	1740
5284_08W18_AT&T_Cancels_OTM	298	166	111	56	1720
5175_08W07_Cold_OTM_Libertad	91	90	70	87	1715
PB URDU WINBACK	190	182	13	34	1690
5336_08W21_ISL_Recurring_Upgrade_OTM	50	216	8	100	1681
5198_08W09_Cold_OTM_Q2_Libertad	319	12	34	61	1658
10097_09W40_LTS_OTM	208	39	52	64	1657
PB POLISH WINBACK	51	585	6	8	1656
5151_08W04_Cold_OTM_Libertad	329	11	34	31	1615
EC_DS_GG	179	72	71	53	1613
10087_09W40_LTS_OTM	258	62	74	36	1612
5088_07W51_COLD_OTM_Quad1	6	92	52		1586
5344_08W22_LTS_OTM_ENGLISH_20080529	288	73	92	57	1582
5142_08W03_Cold_OTM_Libertad	33	91	50	131	1533
EC_VWIN_FISHER_NDTV	96				1522
10184_09W42_LTS_OTM	246	47	83	107	1513
10127_09W41_LTS_OTM	155	103	55	79	1508
5163_08W06_Cold_OTM_Libetad-	52	47	50	91	1459
EC_VWIN_TRL_11M_P	98	157		172	1459
EC_VWIN_FISHER_DTV	67				1450
5154_08W05_Cold_OTM_Libertad	27	69	48	154	1447
EC 061407LIST3	205	194	1		1434
EP HWO 05026	173	49	42	65	1426
10109_09W40_LTS_OTM	234	47	53	49	1421
HG VOL TRAIL (33MTH)	137	85	40	38	1419
10144_09W41_LTS_OTM	160	59	71	48	1410
10148_09W41_LTS_OTM	154	67	53	42	1387
10132_09W41_LTS_OTM	151	44	49	64	1356
PB ARABIC ROLL OUT	398	60	25	47	1353
10114_09W40_LTS_OTM	133	47	85	60	1346
5159_08W06_XCLD_WO_ATT20080206	610	265		96	1327
10073_09W39_LTS_OTM	212	37	51	52	1222
PB ISR DROP	481	34	1	10	1209
10086_09W40_LTS_GG_OTM	186	67	71	45	1208
EC SH/ST 2P (ALL)	190	146	10	14	1175
PB POR DROP	131	21	22	9	1147
5512_08W34_LTS_OTM_ENGLISH_20080821	60	259	15	18	1142
6215_09W24_LTS_PHONE_ENGLISH	154	38	69	38	1131

10152_09W41_LTS_OTM	140	59	46	54	1128
10260_09W44_LTS_OTM	116	42	47	47	1110
10710_10W10_LTS_OTM	152	25	70	47	1109
10277_09W44_LTS_OTM	169	67	26	54	1066
5529_08W35_LTS_OTM_ENGLISH_20080826	39	31	41	267	1066
PB JAPANESE WINBACK	354	50	21	43	1048
10092_09W40_LTS_GG_OTM	120	46	65	37	1025
EC PLYN ITV OTR(ESP)	228	78	20	9	1011
10189_09W42_LTS_OTM	131	35	78	43	1007
10377_09W46_LTS_OTM	171	20	49	51	1003
5213_08W11_Cold_OTM_Libetad	42	32	42	54	1001
5248_08W14_AT&T_Cancels	464	264	3	96	999
10214_09W43_LTS_OTM	141	44	48	26	990
5580_08W39_AT&T_Cancels	147	88	80	58	976
5234_08W13_Cold_OTM_RiverFront_Extra	19	32	27	91	972
10143_09W41_LTS_GG_OTM	123	62	42	34	968
10108_09W40_LTS_GG_OTM	105	74	52	54	964
HG VOL TRAIL (18MTH)	139	50	28	74	952
PB BRAZ WINBACK	90	7	7	1	948
10281_09W44_LTS_OTM	149	22	52	24	943
5274_08W16_ATT_Cancels_2_OTM	204	92	43	33	943
10224_09W43_LTS_OTM	149	42	29	33	935
10268_09W44_LTS_OTM	127	38	35	20	933
10461_09W48_LTS_OTM	64	60	67	11	930
10131_09W41_LTS_GG_OTM	112	54	43	64	916
10298_09W45_LTS_OTM	87	40	56	28	901
10151_09W41_LTS_GG_OTM	122	49	36	57	892
10402_09W47_LTS_OTM	138	36	37	29	890
10147_09W41_LTS_GG_OTM	85	78	40	36	873
5118_07W52_Cold_OTM_2nd	28	21		29	870
10096_09W40_LTS_GG_OTM	144	66	32	56	868
EC SH/ST 2P(120/180)	50	28	7	9	867
10118_09W41_LTS_OTM	145	28	35	18	842
10359_09W46_LTS_OTM	85	30	37	47	836
10320_09W45_LTS_OTM	100	32	43	18	835
6014_09W12_LTS_PHONE_ENGLISH	89	26	21	51	834
EP HWO 0608	88	39	64	40	833
10126_09W41_LTS_GG_OTM	122	50	33	66	827
10366_09W46_LTS_OTM	146	49	32	53	820
10240_09W43_LTS_OTM	107	33	35	36	818
10311_09W45_LTS_OTM	78	13	24	34	811

10287_09W44_LTS_OTM	88	36	32	21	808
5321_08W20_ATT_Cancels	169	72	46	51	804
5588_08W40_LTS_OTM_ENGLISH_20080930	141	22	9	123	804
10294_09W45_LTS_OTM	144	40	36	49	801
10350_09W46_LTS_OTM	101	45	31	30	799
10245_09W43_LTS_OTM	124	23	49	59	790
10303_09W45_LTS_OTM	101	62	47	30	788
10233_09W43_LTS_OTM	126	41	24	31	776
10210_09W43_LTS_OTM	101	41	35	26	768
5849_08W53_LTS_PHONE_ENGLISH	94	27	14	51	760
10326_09W45_LTS_OTM	85	26	32	50	758
EC 061407LIST2	153	36	40	14	736
10418_09W47_LTS_OTM	109	29	51	32	732
10223_09W43_LTS_GG_OTM	88	40	39	36	728
PB GERMAN WINBACK	110	16	16	33	728
10077_09W40_LTS_OTM	108	37	32	39	713
EC_VWIN_48HR_ESP	142	36	41	16	710
10066_09W39_LTS_OTM	74	37	40	31	707
EP HWO 0203	86	31	21	32	702
PB POLISH ROLL OUT	16	366	3	1	693
10686_10W09_LTS_OTM	138	48	34	29	687
10692_10W09_LTS_OTM	155	45	35	45	684
10113_09W40_LTS_GG_OTM	77	47	19	22	683
5147_08W04_Cold_OTM_Riverfront	87	1	3	21	682
10384_09W46_LTS_OTM	114	22	23	11	681
10411_09W47_LTS_OTM	115	28	38	13	675
PB GERMAN ROLL OUT	103	19	22	4	668
EC_DS_HWO	98	23	8	74	666
10072_09W39_LTS_GG_OTM	78	35	52	28	661
10302_09W45_LTS_GG_OTM	100	15	27	39	655
PB CHINESE UPSELL	265	13		7	651
10673_10W09_LTS_OTM	126	19	47	36	643
5591_08W40_AT&T_Cancels	78	37	37	34	643
10293_09W45_LTS_GG_OTM	98	24	21	36	634
10267_09W44_LTS_GG_OTM	83	55	17	30	631
10259_09W44_LTS_GG_OTM	81	23	36	20	622
10081_09W40_LTS_OTM	164	33	17	24	619
PB ITALIAN ROLL OUT	65	42	15	14	616
10156_09W42_LTS_OTM	54	13	30	16	613
10276_09W44_LTS_GG_OTM	93	70	19	30	607
10401_09W47_LTS_GG_OTM	47	44	49	30	605

10297_09W45_LTS_GG_OTM	92	59	21	25	604
10460_09W48_LTS_GG_OTM	54	28	37	18	604
10678_10W09_LTS_OTM	140	32	56	13	595
5185_08W08_Techie_OTM_Model_Control	17	80	30	41	595
10310_09W45_LTS_GG_OTM	93	79	14	24	593
10709_10W10_LTS_GG_OTM	83	25	33	42	588
10429_09W47_LTS_OTM	58	28	10	21	585
10160_09W42_LTS_OTM	98	19	20	31	577
10436_09W47_LTS_OTM	119	21	33	19	577
10358_09W46_LTS_GG_OTM	68	43	52	30	573
10213_09W43_LTS_GG_OTM	65	11	11	25	560
10331_09W46_LTS_OTM	87	31	18	21	560
10428_09W47_LTS_GG_OTM	71	25	24	34	558
10455_09W48_LTS_OTM	83	4	20	24	556
EC DNS HWO	37	12	23	15	556
10122_09W41_LTS_OTM	86	21	30	35	553
10174_09W42_LTS_GG_OTM	88	24	27	7	553
10417_09W47_LTS_GG_OTM	59	27	24	22	551
10280_09W44_LTS_GG_OTM	81	48	19	20	547
10061_09W39_LTS_OTM	35	18	22	23	540
OCT3103c_LowFruit_East					538
5149_08W04_XCLD_WO_ATT20080123	198	143		30	537
10410_09W47_LTS_GG_OTM	45	16	17	17	519
10232_09W43_LTS_GG_OTM	54	32	14	21	516
PB FRENCH ROLL OUT	109	2	8		493
PB PORTUGUES ROLL OU	35	7		4	481
EC STZ INTL 2P (ALL)	196	186			480
EP HWO 0223	59	19	12	2	477
EP HWO 0802	31	28	11	30	476
10249_09W44_LTS_OTM	49	28	11	14	473
5203_08W10_Cold_OTM_Q2_OR	56	12	6	19	468
10325_09W45_LTS_GG_OTM	80	26	36	6	463
10389_09W47_LTS_OTM	69	23	6	15	460
10155_09W42_LTS_GG_OTM	50	21	10	15	459
10365_09W46_LTS_GG_OTM	30	47	9	20	452
10159_09W42_LTS_GG_OTM	42	23	11	25	447
10244_09W43_LTS_GG_OTM	74	20	11	22	446
10696_10W10_LTS_OTM	67	35	35	31	441
PB FILIPINO WINBACK	178	7	10	3	440
10253_09W44_LTS_OTM	112	23	9	28	437
EP_VWIN_48HR_ESP	128	17	17	8	435

5236_08W13_Cold_OTM_ElPaso	6	24	19	25	434
EC_VWIN_TRL_21M_ENG	56	8	11	16	433
5209_08W10_OTM_Techie_II_Model	6	12	10	44	430
10286_09W44_LTS_GG_OTM	39	31	21	6	428
10349_09W46_LTS_GG_OTM	60	34	14	27	423
10376_09W46_LTS_GG_OTM	39	10	23	12	423
10319_09W45_LTS_GG_OTM	63	14	20	20	422
5199_08W09_Cold_OTM_Q2_Libertad_Extra	65	12	5	12	421
10049_09W39_LTS_OTM	6	19	44	23	420
PB RUSSIAN ROLL OUT	137	12	1	15	410
10076_09W40_LTS_GG_OTM	86	18	25	14	409
10080_09W40_LTS_GG_OTM	46	21	29	13	408
10239_09W43_LTS_GG_OTM	87	31	12	16	408
BF BIG10	13	47	4	92	401
EC_DNS_HWO	33	15	23	31	391
10065_09W39_LTS_GG_OTM	21	24	31	11	389
PB GREEK ROLL OUT	45	34	6	13	384
PB KOREAN WINBACK	62	17	4	9	383
EC STZ INTL 1P (ALL)	44	69	2	1	381
HG VOL TRAIL (16MTH)	48	39	14	2	372
5569_08W38_LTS_OTM_ENGLISH_20080918	23	4	54	6	371
10700_10W10_LTS_OTM	58	15	19	14	370
HG VOL TRAIL (12MTH)	29	19	20	19	369
EP BAM (8/12)	67	2	16	15	367
10169_09W42_LTS_GG_OTM	27	28	5	18	365
10183_09W42_LTS_GG_OTM	65	17	25	32	364
10209_09W43_LTS_GG_OTM	64	16	15	9	362
10394_09W47_LTS_OTM	42	39	12	10	354
EP HWO 0601	38	13	10	7	350
10117_09W41_LTS_GG_OTM	56	14	5	21	349
5963_09W09_LTS_PHONE_ENGLISH	51	11	7	14	346
10383_09W46_LTS_GG_OTM	43	26	15	15	340
10194_09W43_LTS_GG_OTM	26	44	10	24	338
10441_09W48_LTS_OTM	74	20	3	19	337
5180_08W07_Cold_OTM_Harlingen	12	7	9	21	334
10454_09W48_LTS_GG_OTM	32	43	36	8	333
HG VOL TRAIL (37MTH)	45	9	18	7	332
10248_09W44_LTS_GG_OTM	25		7	6	331
10203_09W43_LTS_OTM	48	6	6	23	323
5110_07W52_LTS_OTM_ENGLISH_20071228	42	14	25	15	320
PB SAS DROP	82	1	1		316

10672_10W09_LTS_GG_OTM	85	22	23	17	314
10691_10W09_LTS_GG_OTM	64	33	4	22	311
EP HWO 0309	28	11	18	7	308
10060_09W39_LTS_GG_OTM	9	22	16	6	297
10195_09W43_LTS_OTM	30	13	20	16	297
10121_09W41_LTS_GG_OTM	44	15	14	6	294
EC_FUTURE 1228	56	14	9	7	294
5191_08W08_Cold_OTM_Harlingen	56	6		16	292
EP HWO 05010	43	23	11	2	289
EP HWO 0609	26	9	9	1	286
EP HWO 0316	20	4	20	3	283
10336_09W46_LTS_OTM	26	6	5	23	279
10330_09W46_LTS_GG_OTM	60	22	1	26	276
10435_09W47_LTS_GG_OTM	44	12	4	15	271
5227_08W12_Cold_OTM_Q3	5	8		11	270
PB ISRAELI WINBACK	61	3		1	263
10681_10W09_LTS_GG_OTM	47	6	24	13	255
EP HWO 0501	46	14	16	4	253
10677_10W09_LTS_GG_OTM	51	10	23	14	252
10393_09W47_LTS_GG_OTM	38	21	10	12	251
EP HWO 0809	12	3	11	5	251
QU_ADHOC_RUSS_MEGPK	132		2		251
EP HWO 0216	34	10	13		247
10704_10W10_LTS_GG_OTM	47	5	15	26	246
EP HWO 0505	29	6	11		246
PB TAG DROP	92	12	3		246
HG VOL TRAIL (20MTH)	36	11	16	13	245
EP HWO 05017	33	3	6	10	244
EP HWO 0412	29	8	8	1	242
EP HWO 0321	29	5	6	5	240
EP HWO 0726	10	2	1	17	238
10705_10W10_LTS_OTM	35	12	8	1	237
EP HWO 1002	37	5	3	20	237
EP HWO 0728	12	8	5	2	236
10202_09W43_LTS_GG_OTM	68	21	6	1	235
EP HWO 0816	8	4	7	2	234
PB POL DROP	35	74	5		234
10252_09W44_LTS_GG_OTM	49		1	12	232
10685_10W09_LTS_GG_OTM	41	19	21	17	232
5192_08W08_Cold_OTM_EPaso	24	1	2		229
EP HWO 0227	29	11	5	10	228

EP HWO 0707	21	1	7	11	226
EP HWO 0804	10	12	3	7	224
10388_09W47_LTS_GG_OTM	39	4	25	2	223
10188_09W42_LTS_GG_OTM	9	15	9	19	222
EP HWO 0811	31	6	5	9	220
EP HWO 0727	8	2	7		218
EP HWO 0506	12	3	18		217
EC STZ INTL 3P (ALL)	21	71			216
EP HWO 0502	29	8	3	1	214
PB BRAZ ROLL OUT	42				212
EP BAM (7/14)	43	9	1	4	210
PB RUSSIAN UPSELL	35	4			210
EP HWO 0801	16	9	9	6	206
EP BAM (3/26-31)	37	11	12	5	205
EP HWO 0710	18	11	18	3	205
10440_09W48_LTS_GG_OTM	35	19	9	1	204
5215_08W11_Cold_OTM_El_Paso	10	7	7	6	202
EP HWO 0621	19	11	4	6	197
PB HEBREW WINBACK	51	2		7	195
EP HWO 0610	11		8		194
EP HWO 1004	17	13		6	192
EP HWO 0730	10		9	8	191
EP HWO 0602	16	1	13	4	190
EP HWO 0611	16	3	7		190
EP HWO 1028	22	7	1	5	189
EC_FUTURE 1229	31	7	7	4	188
EP HWO 0419	1	1			188
EP HWO 0421	6	1	5	5	188
EP HWO 0613	38	2	11	7	188
10335_09W46_LTS_GG_OTM	35	1	6	3	187
EP HWO 05022	28	7	3	3	187
EP HWO 0825	8		13	11	187
5153_08W05_Cold_OTM_Riverfront	2	1	10	17	186
PB TAGALOG ROLL OUT	45	8		12	185
EP HWO 0701	18	5	4	6	183
EP HWO 0210	39	2	3	1	182
EP HWO 0404	27	4	6	4	182
EP HWO 0614	21		10	2	181
PB ITA RAI DROP	29	6	4	4	181
10695_10W10_LTS_GG_OTM	45	12	5	20	180
EP HWO 0618	24	1	12	7	179

EP HWO 0830	11	2	8	5	177
5216_08W11_Cold_OTM_Harlingen	7	2			176
EP HWO 0729	24	2	6	6	176
5210_08W10_OTM_Techie_Control_II	17	7	2	15	175
EP HWO 0818	6		3	26	174
EP HWO 0711	15		8	6	173
EP HWO 0620	23		12	8	172
EP HWO 0429	13	5	2	2	170
PB TAGALOG WINBACK	73	1	2	2	170
5174_08W07_Cold_OTM_Riverfront	7	1	13	7	169
EP HWO 0507	3		8	4	168
LI_SALES_HWO	27	8	2	16	168
EP HWO 0704	7	2	15	6	167
EP HWO 1018	13	1	3		166
EC_FUTURE 1231	24	5	5	6	165
EP HWO 1001	24	3	8	14	165
PB ARMENIAN WINBACK	141				165
EP HWO 0719	18	1	11	12	163
EP HWO 0929	22	5	10	9	163
EP HWO 0630	8	4	13	5	162
5158_08W06_Cold_OTM_Riverfront	23	3	5		161
EP HWO 0405	10	10	7	3	160
EP HWO 0627	10	4	10	6	160
EP HWO 0820	11	3	11	31	160
EP HWO 0205	30	2	3		159
HG VOL TRAIL (17MTH)	22	13	3		158
EP HWO 0206	11	5	6	2	157
EP HWO 0803	20	6	2	6	156
EP HWO 0623	7		7	1	155
1234_08W45_COLD_OTM	20		8	2	154
EP HWO 05015	23	1	7		152
EP HWO 0414	17	1	2	3	151
5195_08W09_Cold_OTM_Q2	24	3	6	8	150
EP HWO 0616	10	1	3	3	150
EP HWO 0415	22	11	3		149
EP HWO 0509	9	5	2	1	149
PB ITA RAI DISC	7	11			149
EP HWO 1020	24	20	2	9	148
EP HWO 0812	8	4	3	7	147
EP HWO 1010	24	10	2	7	147
EP HWO 0103	9	7	4	10	146

EP HWO 1011	16	2	8	4	146
EP HWO 05011	9	11	5		145
EP HWO 05019	24	11	3	3	145
EP HWO 0806	15	8	2	3	145
EP HWO 1103	17	6	4	4	145
EP HWO 1003	6	1	5	6	144
EP HWO 1108	22		11	6	143
EP HWO 0605	17	2	7	8	142
EP HWQ 0625		6	9		142
EP HWO 0403	18	7	2		141
EP HWO 0410	5	8	16	1	141
EP HWO 0411	21	4	4	2	140
EP HWO 05016	9	1	2	12	140
EP HWO 0810	10	8	3	6	138
EP HWO 0819	13	13	13	10	137
EP HWO 0430	14	5	2	3	135
EP HWO 0815	24	4	7	4	135
5187_08W08_Cold_OTM_Riverfront	28		16	2	133
EP HWO 05012	8	9	1	10	131
EP HWO 0814	17	3	2	11	131
5212_08W11_Cold_OTM_Riverfront	41			6	128
EP HWO 1007	5	7		3	126
EP BAM (4/29)	16	6	15	4	125
EP HWO 0702	15	4	4		125
EP HWO 1107	12	4	8	3	125
EP HWO 0204	15	2	3	11	124
EP HWO 0417	2	6	4		124
EP HWO 0628	1	4	2	7	122
EP HWO 0731	4		3		122
EP HWO 0807	11		7	2	121
EP HWO 1025	17	11	2	5	121
EP HWO 0329	36	3	1	1	120
EP HWO 0418	30		5		120
EP HWO 05021	11	3	4	5	120
EP HWO 0619	12	4	2	2	120
EP HWO 0703	12	2	5	3	120
EP HWO 1016	10	3		3	120
EP HWO 0228	11	5			119
EP HWO 0817	9	6	1	4	119
EP HWO 0426	25	3	1		118
EP HWO 0831	3	2	6	4	117

EP HWO 0808	1	5	3	1	116
HG TRAIL (9MTH ESP)	39	4	2		116
1234_08W50_COLD_OTM	12				115
EP HWO 1224	9	1	8	4	115
EP HWO 0503	5	4	5	1	114
EP HWO 0821	8	4	4	12	114
EC_FUTURE 1230	11	6	5	2	113
EP BAM (5/15)	9	3	12	4	113
EP HWO 1027	7	9	2	4	113
HG VOL TRAIL (22MTH)	8	7		2	113
EP HWO 0401	13	14	5	1	110
EP HWO 1005	8	4	6	5	110
EP HWO 0213	14	1	7	5	109
EP HWO 0422	6	4	3	3	109
EP HWO 0617	9		7	3	109
EP HWO 0709	6	2	3	2	109
EP HWO 0813	9			3	109
EP HWO 05013	25	6		5	108
EP HWO 0626	12	3	5	5	108
EP HWO 0826	4		7	7	108
EP HWO 0827	12	3	3	3	108
EP HWO 0416	13		4		107
EP HWO 0402	16		5		105
EP HWO 0130	10	15	2	12	104
EP HWO 0624	5	2	6	3	104
EP HWO 1222	14	1			104
EP HWO 0226	3	2		2	102
EP HWO 1006	9	2	2	7	101
EP HWO 0603	6	4		4	100
EP HWO 0615	7		3	3	100
EP HWO 1102	12	8		5	100
EP HWO 0408	15	4	1	4	99
EP HWO 0629	9	3	5	3	99
EP HWO 1012	5	1	1	7	98
EC DLHPPV ENDSD	13	11	2	2	97
EP HWO 0113	12	1		7	97
EP HWO 05018	4	9	1		96
EP HWO 1119	13	1	2	2	96
PB ARMENIAN ROLL OUT	85				96
EP HWO 0705	6		6	2	95
5792_08W50_COLD_OTM	7	4		6	94

EP HWO 0805	8	2		2	94
EP HWO 1013	15	2	2		94
EP HWO 1024	5	1	6	5	93
EP HWO 0413	12		12	1	92
EP HWO 0224	9	2	1	5	91
EP HWO 0428	15	6			91
EP HWO 1101	8	7	11		91
EP HWO 0211	5	1	2	10	90
EP HWO 0219	18	5		1	90
EP HWO 05020	4		5	13	90
EP HWO 0604	11		4	3	90
EP HWO 0303	4	1	2	1	89
EP HWO 0824	6	3	4	8	89
EC HB MX OP		11			88
EP HWO 0712	13	2	2	3	88
EP HWO 0420	6	2	2	10	87
EP HWO 1014	11	6	4	1	87
EP HWO 0108	2	2	1	13	84
EP HWO 0109	14	2	4	6	84
EP HWO 0325	9		2	2	83
EP HWO 1008	6	5	1		83
EP HWO 1017	5	2	5	7	83
EP HWO 0720	7		6		81
EP HWO 1104	7	11	3	5	81
EP HWO 0331	22	1	1		80
EP HWO 0716	9	2	6	2	80
EP HWO 0930			5	1	80
EP HWO 0622	3	2	5	3	79
EP HWO 1019	12		9	4	79
EP BAM (3/14-25)	12	4	4	1	78
EP HWO 0212	6	5	4		78
EP HWO 0328	16	3			77
EP HWO 0217	13			3	76
EP HWO 0327	10	9			76
EP HWO 0424	8	2	1	1	75
EP HWO 1124	2	1	2	7	75
EP HWO 0318	3	3		1	74
EP HWQ 1117	8		2	4	74
EP HWO 0409	1	10	8	2	73
EP HWO 1009	6	3	3	6	73
EP HWO 1106	4	2	8	6	73

EC PLAYINTV (ENG)	16	8			72
EP HWO 0324			3	1	72
EP HWO 0706	6	2	3	7	72
EP HWO 0708	7		1	3	71
EP HWO 1229	3		3	2	71
5156_08W01_Cold_OTM_Libertad_Extra	1	12		6	70
EP HWO 0225	6	2	2		70
EP BAM (6/03)	6	2	5	2	69
EP HWO 0407	6	2			69
EP HWO 05014	7	2		2	69
5239_08W14_Ex_Mega_Subs_OTM		6			68
EC 061407LIST1	14	3			68
EP HWO 0612		3	7	1	68
5688_08W45_COLD_OTM		12			66
EP HWO 0304	13	3	5		66
EP HWO 0220	7	4	1	1	65
EP HWO 1022	14	1		3	64
EP HWO 1026	4	4	5	5	64
EP HWO 1109	7	2		2	64
EP HWO 1116	6	1		3	64
EP HWO 1129	8	2	5	2	64
EP HWO 1201	14		2	1	64
EP HWO 0218	12	3		2	63
EP HWO 0326	9	2	4	2	63
EP HWO 1105	10	1	2	6	63
EP HWO 1110	3		4	4	63
EP HWO 0425	5	3	1	5	62
EP HWO 0508	6	1	2	1	61
EP HWO 0714	4		8		61
EC_DS_TRL_20M	8	1	6	6	60
EP HWO 0106	4	3	1	3	58
EP HWO 0323	1	2	3	2	57
EP HWO 1122	7	3		4	56
EP HWO 1128		7		2	56
EP HWO 1219	4	1	6	1	56
PB AFRICAN WINBACK	11		6		56
EP BAM (4/01/02)	5		1	1	55
1234_08W52_COLD_OTM	7			1	54
EP HWO 1030	7	2			54
5202_08W10_Cold_OTM_Q2_RF	5			2	53
EP BAM (4/09)	6	6		3	53

EP HWO 1208	5	4	1	2	53
EP HWO 1223	2		4	10	53
EP HWO 0722	2	7	3	2	52
EP HWO 1206	7		3	1	52
EP HWO 0317	1	2	4	5	49
EP HWO 0721	1	8	2	3	49
EP HWO 1029	7	4	2	1	49
EP HWO 1213	6			1	49
EP HWO 1023	7	2	3		48
EP HWO 1214	4		1	3	48
5844_08W52_COLD_OTM	8	14			47
EP HWO 1211	1	1		4	47
EP HWO 0305	6	1			46
EP HWO 0319	8				46
EP HWO 1120	4	2	5		46
EP HWO 1220	3		2		45
EP HWO 1114	4	2		1	43
EP HWO 0330	3	1	1		42
EP HWO 1209	5	1	2	1	42
1234_08W51_COLD_OTM	27				41
EP HWO 1210	7	2	1	4	41
EP HWO 1218	4		1	2	41
EP HWO 1111			2	5	40
EP HWO 1123		2	1		39
EP HWO 0107	3	1			38
EP HWO 1221	3		1	2	36
EP HWO 1212	3	2	1	2	34
EP HWO 1217	3	1	1	2	34
EP HWO 1205	2			1	32
EP HWO 1207	1	1			32
EP HWO 0713	6		4		31
EP HWO 1202	1	3		1	29
EP HWO 1226			2	8	29
5643_08W44_Cold_OTM_El_Paso	5				27
EP HWO 1130	4	1		1	27
EP HWO 1203	3	2		1	27
EP HWO 0306	5				25
EP HWO 1204	2				25
EP HWO 0423		1		1	24
EP HWO 0715	2	1			24
EP HWO 1113	5				23

EP HWO 1230	1	1	1	1	23
1234_08W49_COLD_OTM				3	21
EP HWO 0427	3				21
PB MUL EUR ROLL OUT	6				20
EP BAM (4/11)	2				17
EP HWO 0311					17
5208_08W10_Cold_OTM_Q2_Harlingen	1				16
EP HWO 0301	5				14
HG VOL TRAIL (15MTH)		2			14
EP HWO 1125	6	1			12
EP HWO 0102	1	1			11
EP HWO 0723					11
EP HWO 1118	3				11
PB UKR WINBACK					11
5809_08W51_COLD_OTM	6				10
PB ITA PAN DISC					10
1234_08W53_COLD_OTM	8				8
EP HWO 0312					8
EC PLAYINTV (ESP)	2			1	7
EP HWO 1215		1			6
EP HWO 1216				1	6
EQFX_DM_TO_OTM					6
EP HWQ 1127					4
EC_VWIN_ECARE_ESP	1				3
PB 0127 UPG(OTM1)	1			1	3
PB VIET WINBACK	3				3
EP HWO 0320					2
TH 111607HOME	1				2
PB ITA PAN DROP					1

Appendix H: PossibleNow Sample Analysis Files
(sent via email)

Appendix I: Declaration of Rick Stauffer of PossibleNow
(attached)

UNITED STATES DISTRICT COURT
FOR THE CENTRAL DISTRICT OF ILLINOIS
SPRINGFIELD DIVISION

UNITED STATES OF AMERICA and the STATES OF CALIFORNIA, ILLINOIS, NORTH CAROLINA, and OHIO, Plaintiffs, v. DISH NETWORK, LLC, Defendant.	Case No. 3:09-cv-03073-SEM-BGC

DECLARATION OF RICK STAUFFER

1. I am over 18 years old and have personal knowledge of the facts set forth below.
2. I am the Chief Operating Officer for PossibleNOW, Inc. ("PossibleNOW"). In early October, 2012, PossibleNOW was retained by the U.S. Department of Justice ("USDOJ") to analyze eight data sets of telephone numbers to determine whether, on a date associated with each telephone number, the particular telephone numbers in each set belonged to a business or a residence, was a wireless number, or had an "unknown" status.
3. PossibleNOW provides compliance solutions and marketing services to companies involved in "B-to-C" and "B-to-B" marketing, and, as a part of providing these services, has licensed access to the telephone company directory assistance databases for both residences and businesses and has licensed databases that identify wireless numbers.

4. Between October 3rd, 2012, and October 15th, 2012 USDOJ provided PossibleNOW with the eight data sets, described below as follows:
    a. Calls0307_revised105.csv – 5002 records
    b. Calls0710_sample.csv – 5001 records
    c. Defender_sample.csv – 5000 records
    d. Jsrsample_revised105.csv – 5000 records
    e. Tenaya_sample.csv – 5001 records
    f. Wowtv_sample.csv – 5001 records;
    g. Sample03_aj.csv – 5006 records
    h. Calls0710_sample_1014a.csv – 5013 records
5. PossibleNOW has access to various historical and current databases of telephone numbers that identify whether specific telephone numbers are and were residential telephone numbers, business telephone numbers, or wireless telephone numbers, or wireless telephone numbers ported to landlines (or vice versa), specifically:
    a. A residential directory assistance database, licensed from LSSi Data Corp., updated daily since August 3, 2006 and containing additional historical data including records dating back to January 1, 2002.
    b. A business directory assistance database, licensed from LSSi Data Corp., updated daily since January 8, 2008 and containing additional historical data including records dating back to January 1, 2002.
    c. The Wireless Number Block Identifier List, licensed from the Direct Marketing Association, updated monthly, since June 2003.

d. The Wireless Intermodal Ported Telephone Number list, licensed from Neustar, Inc., updated daily, since May 12, 2004.

6. In my experience, the foregoing databases are the most reliable information available to the public about whether specific telephone numbers belong to a residence or a business, or are wireless numbers. These databases are regularly used by the phone companies and the public for telephone directory assistance, by businesses interested in marketing to specific types of telephone numbers, and by businesses in complying with restrictions on calling wireless numbers. PossibleNOW uses these databases both in providing compliance services and marketing data services to its customers. PossibleNOW has used these databases to service the needs of its clients for many years, and I have no reason to doubt their accuracy or that they are the best available source for classifying groups of individual telephone numbers when necessary.

7. As noted above, PossibleNOW receives regular updates to each of these databases that include additions to and deletions from each database. PossibleNOW uses this data to maintain both: 1) databases of active records, and 2) databases of the historical transactions into and out of the databases. The historical databases can be used to determine, on a specific date in the past, whether or not a specific phone number was active in that particular database at a point in the past. For this specific data analysis project, PossibleNOW analyzed each of the phone numbers submitted by the US DOJ for the date associated with each phone number. Each phone number/date pair was analyzed against each of the four databases described in Section 5 above. If a number being analyzed matched a number in the historical database and the last transaction in the historical database before the date provided was an inserted record (with no subsequent

deletion before the date provided), the record was flagged as being active in that database at that time. If there was no match, or if the last transaction for that number prior to the date provided was a deletion, the number would not be flagged as having been active in that database at that time. [Note: It is possible for a number to be flagged as an active residential number, business number, and wireless number at the same time. Take, for example, the case in which a small business person, such as a person who has a hair salon in his/her home, uses a wireless number for the residential and business listed number.]

8. The analysis was performed by a PossibleNOW database administrator, Robert Peterson, under the supervision of the Director of Business Operations, Daryl Webster. The PossibleNOW Quality Assurance department assisted in checking the output results.

9. Random samples of approximately 1% of the matched records were manually processed and individually reviewed and compared to the analysis results of the automated process to verify the accuracy of the results.

10. For each file received, PossibleNOW generated a match analysis as described in Section 7 above. For each record that matched a particular database, a flag result was appended to the record indicating the respective matched database. The following summarizes the match count for each of the files:

    a. Calls0307_revised105.csv, for each telephone number on the date associated with it, the totals were:

        i. 5002 records analyzed

        ii. Residential numbers: 2708 Total, of which 1 was also Wireless and 5 were also Business;

        iii. Business numbers: 29 Total, of which 5 were also Residential;

iv. Wireless numbers: 172 Total, of which 1 was also Residential;

v. Wireless Neustar: 2 Total;

vi. Unknown numbers: 2097 Total.

b. Calls0710_sample.csv, for each telephone number on the date associated with it, the totals were:

i. 5001 records analyzed

ii. Residential numbers: 3434 Total, of which 11 were also Business;

iii. Business numbers: 43 Total, of which 11 were also Residential;

iv. Wireless numbers: 424 Total;

v. Wireless Neustar: 1 Total;

vi. Unknown numbers: 1110 Total.

c. Defender_sample.csv, for each telephone number on the date associated with it, the totals were:

i. 5000 records analyzed

ii. Residential numbers: 2486 Total, of which 9 were also Business;

iii. Business numbers: 73 Total, of which 9 were also Residential;

iv. Wireless numbers: 1780 Total;

v. Wireless Neustar: 7 Total;

vi. Unknown numbers: 663 Total.

d. Jsrsample_revised105.csv, for each telephone number on the date associated with it, the totals were:

i. 5000 records analyzed

ii. Residential numbers: 4590 Total, of which 26 were also Business;

iii. Business numbers: 103 Total, of which 26 were also Residential;

iv. Wireless numbers: 2 Total;

v. Wireless Neustar: 1 Total;

vi. Unknown numbers: 330 Total.

e. Tenaya_sample.csv, for each telephone number on the date associated with it, the totals were:

i. 5001 records analyzed

ii. Residential numbers: 2015 Total, of which 4 were also Business;

iii. Business numbers: 58 Total, of which 4 were also Residential;

iv. Wireless numbers: 2 Total;

v. Wireless Neustar: 0 Total;

vi. Unknown numbers: 2930 Total.

f. Wowtv_sample.csv, for each telephone number on the date associated with it, the totals were:

i. 5001 records analyzed

ii. Residential numbers: 2550 Total, of which 7 were also Business;

iii. Business numbers: 20 Total, of which 7 were also Residential;

iv. Wireless numbers: 1 Total;

v. Wireless Neustar: 0 Total;

vi. Unknown numbers: 2437 Total.

g. Sample03_aj.csv, for each telephone number on the date associated with it, the totals were:

i. 5006 records analyzed

ii. Residential numbers: 3381 Total, of which 14 were also Business and 1 was also Wireless Neustar;

iii. Business numbers: 40 Total, of which 14 were also Residential;

iv. Wireless numbers: 539 Total;

v. Wireless Neustar: 5 Total; of which 1 was also Residential;

vi. Unknown numbers: 1056 Total.

h. Calls0710_sample_1014a.csv, for each telephone number on the date associated with it, the totals were:

i. 5013 records analyzed

ii. Residential numbers: 3455 Total, of which 9 were also Business;

iii. Business numbers: 47 Total, of which 9 were also Residential;

iv. Wireless numbers: 146 Total;

v. Wireless Neustar: 0 Total;

vi. Unknown numbers: 1374 Total.

11. PossibleNOW provided USDOJ with the database indicators from the underlying data that reflects PossibleNOW's analysis for every telephone number in each data set, and showing which databases each telephone number matched.

I declare under penalty of perjury that the foregoing is true and correct.

Rick Stauffer

Executed in Duluth, Georgia on October 16th, 2012.

EXHIBIT 658

EXHIBIT 658

Defendant's Exhibit DTX-1015

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A LIMITED LIABILITY PARTNERSHIP

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November 28, 2012

VIA E-MAIL

Lisa Hsiao, Esq.
U.S. Department of Justice
Office of Consumer Litigation
450 Fifth Street, NW
Sixth Floor South
Washington, D.C. 20001

Re: *Expert Report of John Taylor in*
United States, et al. v. DISH Network, LLC, 09 cv 3073

Dear Lisa:

This letter supplements our September 19, 2012 response to your letter, dated September 5, 2012, in which you requested documents or other factual information reviewed or relied on by Dish Network's ("DISH") expert John Taylor in producing his July 27, 2012 expert report in this case.

As you are aware, the parties had previously agreed to share, in a collaborative process, their respective call record analysis, and to undergo an iterative process over the course of many months to identify which campaign IDs were or were not telemarketing, and which ones were to DISH customers. Among these efforts, Plaintiffs provided DISH with a list of approximately 2,354 telephone campaigns from the 2007-2010 time period, preliminarily categorized by Plaintiffs as either "Telemarketing," "Tentative," or "Unknown." DISH, via Joey Montano, reviewed and sorted the campaign IDs, when possible, identifying the telephone campaigns that were (a) telemarketing, (b) not telemarketing, and (c) situations where DISH was not able to identify the type of call based on the campaign ID alone or without an individual analysis of each particular call.

Since providing that list, DISH has further reviewed the campaign IDs and identified several campaigns that it had previously marked in March 2011 as "telemarketing" but which were, in fact, non-telemarketing campaigns. To the extent that Plaintiffs claimed violations regarding the below listed campaigns, this information was provided to John Taylor as part of his analysis for his expert report, and we will provide an amended declaration by Mr. Taylor in this regard. These non-telemarketing campaigns are as follows:

- TH_PIA_ENG & TH_PIA_ESP – These were non-telemarketing, informational survey calls.
- HWO campaigns – These are non-telemarketing, held work orders. The work order is not canceled but held in a pending status, such as if a consumer was not home at the scheduled appointment, there was no line of sight from the satellite to the dish, weather, equipment backordered, grounding issue/requiring electrician to rewire before installation, calendar availability, etc. We had referred to these campaigns as excluded in our September 19, 2012 letter, but for purposes of clarity, restate the non-telemarketing nature of these campaigns.
- CWO or CANCEL campaigns – These were non-telemarketing calls placed to follow up on a canceled work order, such as if the cause was due to no line of sight from the satellite to the dish, weather, equipment backordered, grounding issue/requiring electrician to rewire before installation, calendar availability, etc.
- BAM campaigns – These were non-telemarketing administrative calls made to customers as a courtesy call promptly after a customer made a service packaging change to confirm the customer's service change.
- BF BIG 10 – These were non-telemarketing calls to advise a current customer of a programming error.
- BF COMM ROLLOFF – These were non-telemarketing courtesy calls to current customers regarding their satisfaction with the service.
- OR AMEX/DDA AUTOPAY/OR AMEX DDA UPGRADE – These were non-telemarketing calls to current customers regarding paperless billing.

For further purposes of clarification, the documents bearing bates labels DISH11-000011, and DISH11-000012, which we previously referenced in our September 19, 2012 letter in response to your request No. 3 (in which you requested documents provided to Mr. Taylor that *"allowed him to conclude that certain Dish campaigns "were only dialed to current customers." See Report at 4, 7 (paragraphs titled "Current Customer Campaigns:"))*, reflect campaign IDs used only for current and former customers within an 18 month Established Business Relationship period, and include the above-identified non-telemarketing campaigns within such list.

With respect to your request No. 5 (you requested documents that allowed Mr. Taylor "*based on the identifier 'LTS,' to conclude that certain Dish campaigns 'were inquiry only calling campaigns.'*"), please refer to document bearing bates label DISH11-000012 (in addition to document bearing bates label DISH11-000013, which we previously referenced).

Please let me know if you have any questions or concerns regarding any of the foregoing.

Very truly yours,

/s/ Lauri Mazzuchetti

Lauri Mazzuchetti

cc: All Plaintiffs' Counsel (via email)

Ramjee, Nainesh

From: Ramjee, Nainesh
Sent: Wednesday, November 28, 2012 2:50 PM
To: 'Lisa.K.Hsiao@usdoj.gov'; 'Patrick.R.Runkle@usdoj.gov'
Cc: 'albert.shelden@doj.ca.gov'; 'Daniel.Crane-Hirsch@usdoj.gov'; 'ccjohnson@ncdoj.gov'; 'Dkirkman@ncdoj.gov'; 'eblackston@atg.state.il.us'; 'erin.leahy@ohioattorneygeneral.gov'; 'GIVENS@ftc.gov'; 'gayle.weller@doj.ca.gov'; 'jfeltman@atg.state.il.us'; 'Jinsook.Ohta@doj.ca.gov'; 'kander@ncdoj.gov'; 'Sang.H.Lee@usdoj.gov'; 'michael.ziegler@ohioattorneygeneral.gov'; 'Angela.Ankoma-Sey@usdoj.gov'; 'rdeitch@ftc.gov'; Hutnik, Alysa; Kelly, Henry T.; Boyle, Joseph; Mazzuchetti, Lauri A.; Rose, Lewis
Subject: United States et al. v. DISH Network
Attachments: Ltr re Campaign IDs 11-28-2012.pdf

Counsel,

Please see attached.

Regards,

Nainesh

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DISTRICT COURT

CLARK COUNTY, NEVADA

PLUMBERS LOCAL UNION NO. 519 PENSION TRUST FUND and CITY OF STERLING HEIGHTS POLICE AND FIRE RETIREMENT SYSTEM, derivatively on behalf of nominal defendant DISH NETWORK CORP., Plaintiffs, v. CHARLES W. ERGEN; JAMES DEFRANCO; CANTEY M. ERGEN; STEVEN R. GOODBARN; DAVID MOSKOWITZ; TOM A. ORTOLF; CARL E. VOGEL; GEORGE R. BROKAW; JOSEPH P. CLAYTON; and GARY S. HOWARD, Defendants, DISH NETWORK CORP., a Nevada Corp., Nominal Defendant	CASE NO.: A-17-763397-B DEPT. NO.: XI **VOLUME 43 OF APPENDIX TO THE REPORT OF THE SPECIAL LITIGATION COMMITTEE OF DISH NETWORK CORPORATION**

Ex.	Date	Description	Page No.
659	12/2012	Geographical Mobility: 2005 to 2010	11547
660	10/14/2013	Expert Report of John T. Taylor	11564
661	11/06/2013	Expert Rebuttal Report of John T. Taylor	11578
662	12/18/2013	Declaration of Dr. Erez Yoeli	11596

DATED this 28th day of November 2018.

By /s/ Robert J. Cassity
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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 43 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 659

EXHIBIT 659

Geographical Mobility: 2005 to 2010

Population Characteristics

David K. Ihrke and Carol S. Faber
Issued December 2012
P20-567

INTRODUCTION

Geographical mobility data are used to determine the extent of mobility of the U.S. population and resulting redistribution. Migration data are collected as part of the Annual Social and Economic Supplement (ASEC) to the Current Population Survey (CPS).[1] How populations change has implications for federal, state, and local governments, as well as for private industry. Researchers can identify characteristics of movers from these data and track the mobility of the U.S. population over time.

This report examines data based on the 5-year migration question from the March 2010 CPS. Historical migration data derived from the Decennial Census and CPS/ASEC questions on residence 5 years ago are provided and discussed for comparative purposes. The 5-year mobility question asked for information about respondents aged 5 years and over whether they lived in the same house or apartment 5 years ago. This type of question is limited by the fact that it does not capture repeat migration (people who leave a residence and return within the 5-year period) and only captures one move. Moves are commonly classified by type: within the same county, from a different county in the same state, from a different state, or from abroad.

[1] For the purpose of this report, CPS and ASEC are used interchangeably even though the ASEC is a supplement within the CPS survey.

Report Highlights

- The 5-year mover rate for 2010 was 35.4 percent, the lowest in CPS history.
- Among those who moved, the type of move shifted towards movement within the same county (61.0 percent).
- People in their mid to late twenties had the highest mover rate of 65.5 percent.
- Unemployed individuals (47.7 percent) were more mobile than their employed (civilian) counterparts (37.2 percent).
- Between 2005 and 2010, the South was the only region to report a significant net gain of 1.1 million due to migration.

BACKGROUND

Since 1940, every 10 years the census asked individuals where they lived 5 years ago, with the exception of the 1950 Census, which asked for residence 1 year ago. Beginning in 1975, the CPS asked a similar question on previous residence for the first 5 years of the decade, a period not covered by the census. This allowed for an expansion of the time series and provided 5-year estimates for the period between decennial censuses. With the discontinuation of the census long form after the 2000 Census, no 5-year mobility data were collected in the 2010 Census. In that year, the CPS/ASEC collected 1-year and 5-year geographic mobility data, providing users with an uninterrupted set of 5-year data covering a 40-year period.

U.S. Department of Commerce
Economics and Statistics Administration
U.S. CENSUS BUREAU
census.gov

United States™ Census Bureau

MOVER RATES AND TRENDS

According to data from the 2010 Current Population Survey shown in Table 1, 100.2 million people aged 5 years and over lived in a different residence 5 years ago.[2] The number of movers decreased from 107.0 million reported in the 2000–2005 period, the last time 5-year CPS migration data were collected. The mover rate also decreased from 39.5 percent for 2000–2005 to 35.4 percent for 2005–2010. Figure 1 shows mover rates from 1970 through 2010 for the Decennial Census, 5-year CPS, and 1-year CPS.[3] Focusing exclusively on mover rates from the CPS 5-year estimates, the 1975 estimate of 45.6 percent is the highest. The 1985 rate fell to 41.7 percent due to decreases in all types of moves. The 1995 mover rate increased to 44.1 percent and has declined for both 5-year mobility periods thereafter.

For 2010, 21.6 percent of people 5 years old and over moved to another residence within the same county. People who moved to a different county—within the same state and to a different state—accounted for 6.7 percent and 5.6 percent, respectively. Only 1.5 percent of the population moved to the United States from abroad. The 2005 estimates reflect a type of move distribution that varies from 2010.[4] Movers within the same county increased from 20.4 percent in 2005 to 21.6 percent in 2010. The percentage that moved to a different county, within the same state and to a different state, was 16.9 in 2005 compared with 12.3 in 2010. People who moved from abroad represented a larger percentage in 2005 (2.3 percent) than 2010 (1.5 percent).

Percent distribution in Figure 2 focuses on those who moved instead of the total population 5 years and over. Because percent distribution is limited to movers, fluctuations in one type of move result in changes to others. In 2010, the same county mover estimate of 61.0 percent reached an all time high for the ASEC. The remaining types of moves all showed significant decreases between 2005 and 2010, especially movers from a different state (19.7 percent to 15.7 percent) and movers from a different county within the same state (23.0 percent to 19.0 percent).[5] Results from 1985 and 1995 further support the notion that decreases in the percent moved from a different county within the same state and from a different state were primarily responsible for the distribution shift to moves within the same county. The different county categories, same state and different state, comprised 38.5 percent of movers in 1995 and

[2] All comparative statements in this report have undergone statistical testing, and, unless otherwise noted, all comparisons are statistically significant at the 10 percent significance level.

[3] For comparison guidance regarding 1-year and 5-year migration estimates, see the Appendix of this report.

[4] Part of the difference in the type of move distribution may be due to a change in ASEC processing. This may have resulted in an overestimate of interstate movers for the 2005 estimates. For additional details on the processing change, see page 2, footnote 6 of the Current Population Report titled "Geographical Mobility: 2008 to 2009" at <www.census.gov/prod/2011pubs/p20-565.pdf> or the "Impact of Processing on CPS Interstate Migration Rates" at <www.census.gov/population/www/socdemo/CPSnote.pdf>.

[5] The percentage point decreases of movers from a different state and different county within the same state are not significantly different.

Table 1.
Five-Year Mover Rates, by Type: 1970–2010
(Numbers in thousands)

Mobility period	Total, 5 years and over	Number of movers	Mover rate	Margin of error[1] (+/–)	Percent moved: Same county	Different county: Same state	Different county: Different state	From abroad
2005–2010	282,846	100,152	35.4	0.29	21.6	6.7	5.6	1.5
2000–2005	270,904	107,012	39.5	0.31	20.4	9.1	7.8	2.3
1995–2000	262,375	120,348	45.9	0.01	24.9	9.7	8.4	2.9
1990–1995	241,805	106,616	44.1	0.45	25.0	8.8	8.1	2.2
1985–1990	230,446	107,649	46.7	0.01	25.5	9.7	9.4	2.2
1980–1985	216,108	90,126	41.7	0.45	22.1	9.1	8.7	1.8
1975–1980	210,323	97,629	46.4	0.01	25.1	9.8	9.7	1.9
1970–1975[2]	183,093	83,442	45.6	0.47	25.6	8.9	9.1	2.0
1965–1970[2]	176,354	77,790	44.1	0.01	24.6	8.9	9.1	1.5

[1] The margin of error, or MOE, when added to or subtracted from the mover rate, represents the 90 percent confidence interval around the estimate.

[2] The 1970 Census and 1975 Current Population Survey (CPS) estimates do not include respondents who did not specify a mobility status.

Note: Comparisons between data from the CPS and the Decennial Census must be made with caution because of sampling and nonsampling variability. Data from the Decennial Census are for the total resident population of the United States, whereas data from the March CPS are for the civilian noninstitutionalized population plus members of the Armed Forces living off post or with their families on post and are therefore not totally comparable.

Sources: U.S. Census Bureau, Census 1970, 1980, 1990, and 2000; Current Population Survey, Annual Social and Economic Supplement, 1975, 1985, 1995, 2005, and 2010.

PX2093-002

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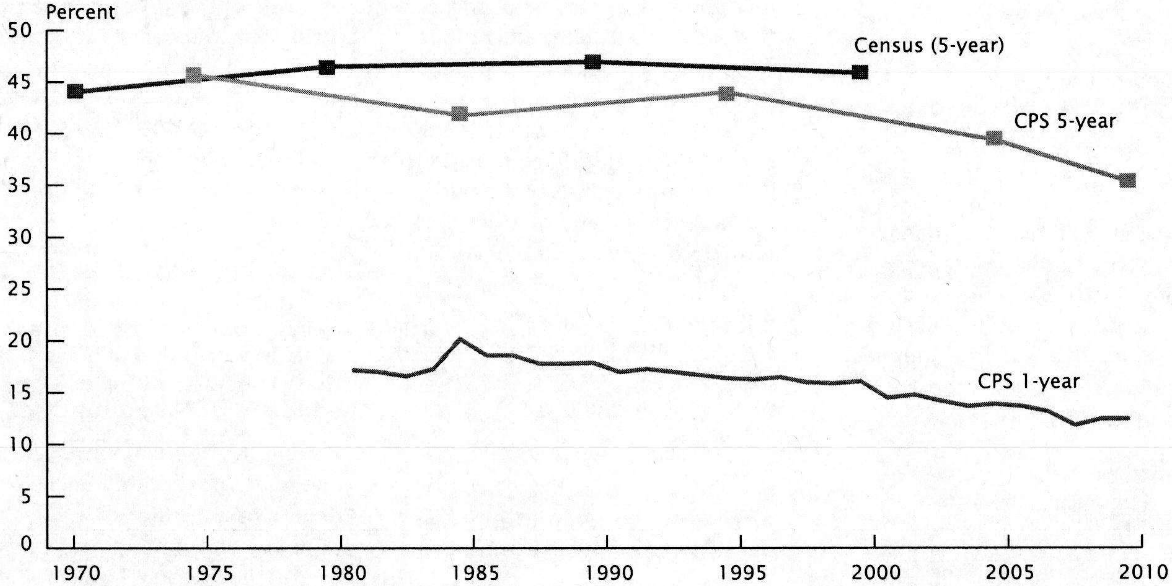
011549

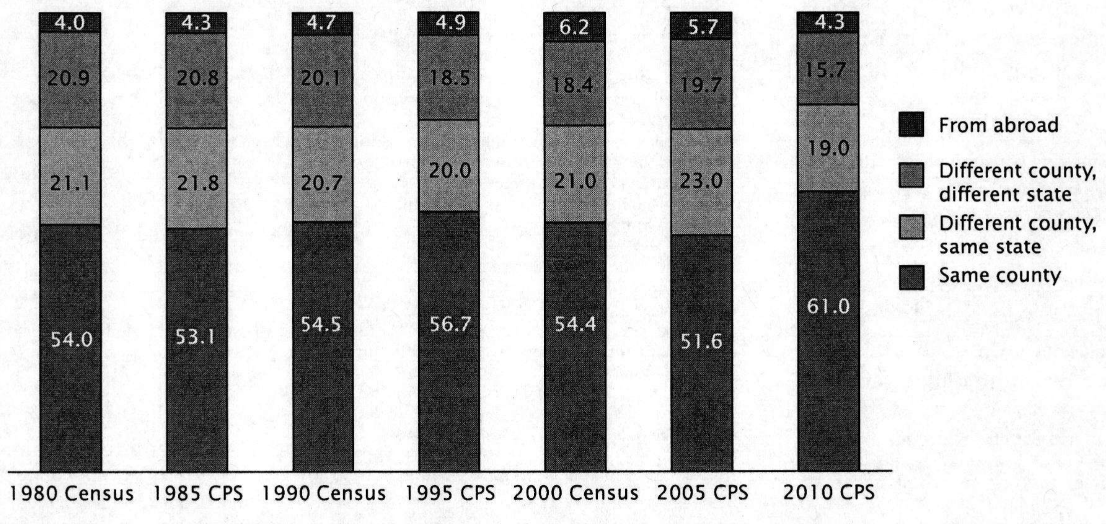
TX 102-012065

Figure 1.
Mover Rate: 1970–2010



Sources: U.S. Census Bureau, Census 1970, 1980, 1990, and 2000; Current Population Survey, Annual Social and Economic Supplement, 1975, 1980–2010.

Figure 2.
Five-Year Percent Distribution of Movers: 1980–2010
(In percent)



Sources: U.S. Census Bureau, Census 1980, 1990, and 2000; Current Population Survey, Annual Social and Economic Supplement, 1985, 1995, 2005, and 2010.

PX2093-003

JA012804
011550

TX 102-012066