DISH Network CORP
Form DEF 14A
March 23, 2011

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

o	Preliminary Proxy Statement
o	**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
x	Definitive Proxy Statement
o	Definitive Additional Materials
o	Soliciting Material Pursuant to §240.14a-12

DISH Network Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(3) Filing Party:

(4) Date Filed:

March 23, 2011

DEAR SHAREHOLDER:

It is a pleasure for me to extend to you an invitation to attend the 2011 Annual Meeting of Shareholders of DISH Network Corporation. The Annual Meeting will be held on May 2, 2011, at 1:00 p.m., local time, at DISH Network s headquarters located at 9601 S. Meridian Blvd., Englewood, Colorado 80112.

The enclosed Notice of 2011 Annual Meeting of Shareholders and Proxy Statement describe the proposals to be considered and voted upon at the Annual Meeting. During the Annual Meeting, we will also review DISH Network s operations and other items of general interest regarding the corporation.

We hope that all shareholders will be able to attend the Annual Meeting. Whether or not you plan to attend the Annual Meeting personally, it is important that you be represented. To ensure that your vote will be received and counted, please vote electronically via the Internet, mail or telephone, by following the instructions included with your proxy card.

On behalf of the Board of Directors and senior management, I would like to express our appreciation for your support and interest in DISH Network. I look forward to seeing you at the Annual Meeting.

CHARLES W. ERGEN

Chairman, President and Chief Executive Officer

NOTICE OF 2011 ANNUAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS OF DISH NETWORK CORPORATION:

The Annual Meeting of Shareholders of DISH Network Corporation will be held on May 2, 2011, at 1:00 p.m., local time, at our headquarters located at 9601 S. Meridian Blvd., Englewood, Colorado 80112, for the following purposes:

1. To elect eight directors to our Board of Directors;

2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011;

3. To conduct an advisory vote on executive compensation;

4. To conduct an advisory vote on the frequency of future advisory votes on executive compensation;

5. To consider a shareholder proposal; and

6. To consider and act upon any other business that may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

You may vote on these matters in person or by proxy. Whether or not you plan to attend the Annual Meeting, we ask that you vote by one of the following methods to ensure that your shares will be represented at the meeting in accordance with your wishes:

- Vote electronically through the Internet or by telephone, by following the instructions included with your proxy card; or

- Vote by mail, by completing and returning the enclosed proxy card in the enclosed addressed stamped envelope.

Only shareholders of record at the close of business on March 7, 2011 are entitled to notice of, and to vote at, the Annual Meeting or any adjournment of the meeting. This proxy statement and proxy card were either made available to you over the Internet or mailed to you beginning on or about March 23, 2011.

By Order of the Board of Directors

R. STANTON DODGE

Executive Vice President, General Counsel

and Secretary

March 23, 2011

9601 S. Meridian Blvd. • Englewood, Colorado 80112 • Tel: (303) 723-1000 • Fax: (303) 723-1999

PROXY STATEMENT

OF

DISH NETWORK CORPORATION

GENERAL INFORMATION

This Proxy Statement and the accompanying proxy card are being furnished to you in connection with the 2011 Annual Meeting of Shareholders (the Annual Meeting) of DISH Network Corporation (DISH Network, we, us, our or the Corporation). The Annual Meeting will be held May 2, 2011, at 1:00 p.m., local time, at our headquarters located at 9601 S. Meridian Blvd., Englewood, Colorado 80112.

This Proxy Statement is being sent or provided on or about March 23, 2011, to holders of record at the close of business on March 7, 2011 of our Class A Common Stock (the Class A Shares) and Class B Common Stock (the Class B Shares).

Your proxy is being solicited by our Board of Directors (the Board or Board of Directors). It may be revoked by written notice given to our Secretary at our headquarters at any time before being voted. You may also revoke your proxy by submitting a proxy with a later date or by voting in person at the Annual Meeting. To vote electronically through the Internet or by telephone, please refer to the instructions included with the proxy card. To vote by mail, please complete the accompanying proxy card and return it to us as instructed in the proxy card. Votes submitted electronically through the Internet or by telephone or mail must be received by 11:59 p.m., Eastern Time, on May 1, 2011. Submitting your vote electronically through the Internet or by telephone or mail will not affect your right to vote in person, if you choose to do so. Proxies that are properly delivered to us and not revoked before the closing of the polls during the Annual Meeting will be voted for the proposals described in this Proxy Statement in accordance with the instructions set forth on the proxy card. The Board is currently not aware of any matters proposed to be presented at the Annual Meeting other than the election of eight directors, the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011, an advisory vote on executive compensation, an advisory vote on the frequency of future advisory votes on executive compensation, and the consideration of a shareholder proposal. If any other matter is properly presented at the Annual Meeting, the persons named in the accompanying proxy card will have discretionary authority to vote on that matter in accordance with their best judgment. Your presence at the Annual Meeting does not of itself revoke your proxy.

Attendance at the Meeting

All of our shareholders of record at the close of business on March 7, 2011, or their duly appointed proxies, may attend the Annual Meeting. Seating is limited, however, and admission to the Annual Meeting will be on a first-come, first-served basis. Registration and seating will begin at 12:30 p.m., local time, and the Annual Meeting will begin at 1:00 p.m., local time. Each shareholder may be asked to present an admission ticket, which is attached to the accompanying proxy card, together with a valid government issued photo identification confirming his or her identity as a shareholder of record, such as a driver s license or passport. Cameras, recording devices, and other electronic devices will not be permitted at the Annual Meeting.

If your shares are held by a broker, bank, or other nominee (often referred to as holding in street name) and you desire to attend the Annual Meeting, you will need to bring a legal proxy or a copy of a brokerage or bank statement reflecting your share ownership as of the record date, March 7, 2011. All shareholders must check in at the registration desk at the Annual Meeting.

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Securities Entitled to Vote

Only shareholders of record at the close of business on March 7, 2011 are entitled to notice of the Annual Meeting. Such shareholders may vote shares held by them at the close of business on March 7, 2011 at the Annual Meeting. At the close of business on March 7, 2011, 204,989,855 Class A Shares and 238,435,208 Class B Shares were outstanding. Each of the Class A Shares is entitled to one vote per share on each proposal to be considered by our shareholders. Each of the Class B Shares is entitled to ten votes per share on each proposal to be considered by our shareholders.

Vote Required

In accordance with our Amended and Restated Articles of Incorporation (our Articles of Incorporation), the presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the total voting power of all classes of our voting stock taken together shall constitute a quorum for the transaction of business at the Annual Meeting.

The affirmative vote of a plurality of the total votes cast for directors at the Annual Meeting is necessary to elect a director. No cumulative voting is permitted. The eight nominees receiving the highest number of votes cast for will be elected.

The affirmative vote of a majority of the voting power represented at the Annual Meeting is required to approve the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, the advisory vote on executive compensation, the advisory vote on the frequency of future advisory votes on executive compensation, and the shareholder proposal. The total number of votes cast for will be counted for purposes of determining whether sufficient affirmative votes have been cast to approve the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, the advisory vote on executive compensation, the advisory vote on the frequency of future advisory votes on executive compensation, and the shareholder proposal.

Abstentions from voting on a proposal by a shareholder at the Annual Meeting, as well as broker nonvotes, will be considered for purposes of determining the number of total votes present at the Annual Meeting. Abstentions will have the same effect as votes against the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, the advisory vote on executive compensation, the advisory vote on the frequency of future advisory votes on executive compensation, and the shareholder proposal. However, abstentions will not be counted as against or for the election of directors. Broker nonvotes will not be considered in determining the election of directors, the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, the advisory vote on executive compensation, the advisory vote on the frequency of future advisory votes on executive compensation, or the shareholder proposal.

Charles W. Ergen, our Chairman, President and Chief Executive Officer, currently possesses approximately 90.5% of the total voting power. Please see Equity Security Ownership below. Mr. Ergen has indicated his intention to vote: (1) for the election of each of the eight director nominees, (2) for the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, (3) for the advisory approval of executive compensation, (4) for the holding of an advisory vote on executive compensation once every three years, and (5) against the shareholder proposal. Accordingly, the election of each of the director nominees, the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, the advisory approval of executive compensation, the holding of an advisory vote on executive compensation once every three years, and the rejection of the shareholder proposal are assured notwithstanding a contrary vote by any or all shareholders other than Mr. Ergen.

Householding

We have adopted a procedure approved by the Securities and Exchange Commission (SEC) called householding. Under this procedure, service providers that deliver our communications to shareholders may deliver a single copy of our Annual Report and Proxy Statement to multiple shareholders sharing the same address, unless one or more of these shareholders notifies us that they wish to continue receiving individual copies. Shareholders who participate in householding will continue to receive separate proxy cards. This householding procedure will reduce our printing costs and postage fees.

We will deliver promptly upon written or oral request a separate copy of our Annual Report or Proxy Statement, as applicable, to a shareholder at a shared address to which a single copy of the documents was delivered. Please notify our transfer agent at the address provided below to receive a separate copy of our Annual Report or Proxy Statement.

If you are eligible for householding, but you and other shareholders with whom you share an address currently receive multiple copies of our annual reports and/or proxy statements, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of our Annual Report or Proxy Statement for your household, please contact our transfer agent, Computershare Investor Services, at 250 Royall Street, Canton, Massachusetts 02021, telephone number 877-437-8901.

Our Mailing Address

Our mailing address is 9601 S. Meridian Blvd., Englewood, Colorado 80112.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

Nominees

Our shareholders will elect a board of eight directors at the Annual Meeting. Each of the directors is expected to hold office until the next annual meeting of our shareholders or until his or her respective successor shall be duly elected and qualified. The affirmative vote of a plurality of the total votes cast for directors is necessary to elect a director. This means that the eight nominees who receive the most votes will be elected to the eight open directorships even if they get less than a majority of the votes cast. Each nominee has consented to his or her nomination and has advised us that he or she intends to serve the entire term if elected. If at the time of the meeting one or more of the nominees have become unable to serve: (i) shares represented by proxies will be voted for the remaining nominees and for any substitute nominee or nominees; or (ii) the Board of Directors may, in accordance with our bylaws, reduce the size of the Board of Directors or may leave a vacancy until a nominee is identified. The Nominating Committee knows of no reason why any of the nominees will be unable to serve.

The nominees for director are as follows:

Name	Age	First Became Director	Position with the Company
James DeFranco	58	1980	Director and Executive Vice President
Cantey Ergen	55	2001	Director and Senior Advisor
Charles W. Ergen	58	1980	Chairman of the Board of Directors, President and Chief Executive Officer
Steven R. Goodbarn	53	2002	Director
Gary S. Howard	60	2005	Director
David K. Moskowitz	52	1998	Director and Senior Advisor
Tom A. Ortolf	60	2005	Director
Carl E. Vogel	53	2005	Director and Senior Advisor

The following sets forth the business experience of each of the nominees over the last five years:

James DeFranco. Mr. DeFranco is one of our Executive Vice Presidents and has been one of our vice presidents and a member of the Board since our formation. During the past five years he has held various executive officer and director positions with DISH Network and our subsidiaries. Mr. DeFranco co-founded DISH Network with Charles W. Ergen and Cantey Ergen in 1980. The Board concluded that Mr. DeFranco should continue to serve on the Board due to, among other things, his knowledge of DISH Network since its formation, particularly in sales and marketing.

Cantey Ergen. Mrs. Ergen has served on the Board since May 2001, is currently a Senior Advisor to us and has had a variety of operational responsibilities with us over the past 30 years. Mrs. Ergen has served on the board of directors of The Children s Hospital of Denver since 2001 and served on the board of trustees of The Children s Hospital Foundation of Denver from 1999 to 2001. Mrs. Ergen co-founded DISH Network with her husband, Charles W. Ergen, and James DeFranco in 1980. The Board concluded that Mrs. Ergen should continue to serve on the Board due to, among other things, her knowledge of DISH Network since its formation and her service to us in a multitude of roles over the years.

Charles W. Ergen. Mr. Ergen serves as our Chairman, President and Chief Executive Officer. Mr. Ergen has been Chairman and Chief Executive Officer of DISH Network since its formation and, during the past five years, has held various executive officer and director positions with DISH Network and our subsidiaries including the position of President from time to time. Most recently, Mr. Ergen has served as our President since February 2008. Mr. Ergen, along with his wife, Cantey Ergen, and James DeFranco, was a co-founder of DISH Network in 1980. Mr. Ergen also serves as Chairman of EchoStar Corporation (EchoStar) and served as Chief Executive Officer of EchoStar from its formation in October 2007 until November 2009. Mr. Ergen also served as EchoStar s President from June 2008 until November 2009. On January 1, 2008, we completed the spin-off of EchoStar (the Spin-off), which was previously our subsidiary. The Board concluded that Mr. Ergen should continue to serve on the Board due to, among other things, his role as our co-founder and controlling shareholder and the expertise, leadership and strategic direction that he has contributed to us since our formation.

Steven R. Goodbarn. Mr. Goodbarn joined the Board in December 2002 and is a member of our Executive Compensation Committee, Nominating Committee, and Audit Committee, where he serves as our audit committee financial expert. Since July 2002, Mr. Goodbarn has served as director, president and chief executive officer of Secure64 Software Corporation, a company he co-founded. Mr. Goodbarn was chief financial officer of Janus Capital Corporation from 1992 until late 2000. During that time, he was a member of the executive committee and served on the board of directors of many Janus corporate and investment entities. Mr. Goodbarn is a CPA and spent 12 years at Price Waterhouse prior to joining Janus. The Board has determined that Mr. Goodbarn meets the independence and audit committee financial expert requirements of NASDAQ and SEC rules and regulations. Mr. Goodbarn served as a member of the board of directors of EchoStar, and as a member of its Executive Compensation Committee, Nominating Committee, and Audit Committee from its formation in October 2007 until November 2008. The Board concluded that Mr. Goodbarn should continue to serve on the Board due to, among other things, his knowledge of DISH Network from his service as a director since 2002 and his expertise in accounting, auditing, finance and risk management that he brings to the Board, in particular in light of his background as a CPA and his prior experience serving as chief financial officer of Janus Capital Corporation.

Gary S. Howard. Mr. Howard joined the Board in November 2005 and is a member of our Executive Compensation Committee, Nominating Committee and Audit Committee. Mr. Howard has served on the board of directors of Interval Leisure Group, Inc., since August 2008. Mr. Howard served as Executive Vice President and Chief Operating Officer of Liberty Media Corporation from July 1998 to February 2004 as well as serving on Liberty Media Corporation s board of directors from July 1998 until January 2005. Additionally, Mr. Howard held several executive officer positions with companies affiliated with Liberty Media Corporation. The Board has determined that Mr. Howard meets the independence requirements of NASDAQ and SEC rules and regulations. The Board concluded that Mr. Howard should continue to serve on the Board due to, among other things, his knowledge of DISH Network from his service as a director since 2005 and his experience in the media and telecommunications industries, including his prior service with Liberty Media Corporation.

David K. Moskowitz. Mr. Moskowitz is one of our Senior Advisors and was an Executive Vice President as well as our Secretary and General Counsel until 2007. Mr. Moskowitz joined us in March 1990. He was elected to the Board in 1998. Mr. Moskowitz performs certain business functions for us and our subsidiaries from time to time. Since October 2007, Mr. Moskowitz has served as a member of the board of directors of EchoStar. The Board concluded that Mr. Moskowitz should continue to serve on the Board due to, among other things, his knowledge of DISH Network from his service as a director since 1998 and his business and legal expertise that he brings to the Board, in particular in light of his service as our General Counsel for 17 years.

Tom A. Ortolf. Mr. Ortolf joined the Board in May 2005 and is a member of our Executive Compensation Committee, Nominating Committee, and Audit Committee. Mr. Ortolf has been the President of CMC, a privately held investment management firm, for nearly twenty years. From 1988 until 1991, Mr. Ortolf served as President and Chief Operating Officer of one of our subsidiaries. The Board has determined that Mr. Ortolf meets the independence requirements of NASDAQ and SEC rules and regulations. Since October 2007, Mr. Ortolf has also served as a member of the board of directors of EchoStar, and as a member of its Executive Compensation Committee, Nominating Committee, and Audit Committee. The Board concluded that Mr. Ortolf should continue to serve on the Board due to, among other things, his knowledge of DISH Network from his service as a director since 2005 and his investment and financial experience, in part as an executive with CMC, which brings to the Board insights into finance, business and risk management.

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Carl E. Vogel. Mr. Vogel has served on the Board since May 2005 and is currently a Senior Advisor to us. He served as our President from September 2006 until February 2008 and served as our Vice Chairman from June 2005 until March 2009. From October 2007 until March 2009, Mr. Vogel served as the Vice Chairman of the board of directors of, and as a Senior Advisor to, EchoStar. From 2001 until 2005, Mr. Vogel served as the President and CEO of Charter Communications Inc., a publicly-traded company providing cable television and broadband services to approximately six million customers. Prior to joining Charter, Mr. Vogel worked as an executive officer in various capacities for companies affiliated with Liberty Media Corporation. Mr. Vogel was one of our executive officers from 1994 until 1997, including serving as our President from 1995 until 1997. Mr. Vogel is also currently serving on the boards of directors and audit committees of Shaw Communications, Inc., Universal Electronics, Inc. and NextWave Wireless Inc. and on the board of directors, audit committee and executive committee of Ascent Media Corporation. Mr. Vogel is also currently serving as the chair of NextWave Wireless Inc. s audit committee and Ascent Media Corporation s executive committee. The Board concluded that Mr. Vogel should continue to serve on the Board due to, among other things, his knowledge of DISH Network from his service as a director and officer and his experience in the telecommunications and related industries from his service over the years as a director or officer with a number of different companies in those industries.

Charles W. Ergen, our Chairman, President and Chief Executive Officer, currently possesses approximately 90.5% of the total voting power. Please see Equity Security Ownership below. Mr. Ergen has indicated his intention to vote in favor of Proposal No. 1. Accordingly, approval of Proposal No. 1 is assured notwithstanding a contrary vote by any or all shareholders other than Mr. Ergen.

The Board of Directors unanimously recommends a vote FOR the election of all of the nominees named herein (Item No. 1 on the enclosed proxy card).

Board of Directors and Committees and Selection Process

Our Board held six meetings in 2010 and also took action by unanimous written consent on four occasions during 2010. Each of our directors attended at least 75% of the aggregate of: (i) the total number of meetings of the Board held during the period in which he or she was a director, and (ii) the total number of meetings held by all committees of the Board on which he served. In addition, our non-employee directors held four executive sessions in 2010.

Directors are elected annually and serve until their successors are duly elected and qualified or their earlier resignation or removal. Officers serve at the discretion of the Board.

We are a controlled company within the meaning of the NASDAQ Marketplace Rules because more than 50% of our voting power is held by Charles W. Ergen, our Chairman, President and Chief Executive Officer. Mr. Ergen currently beneficially owns approximately 53.6% of our total equity securities and possesses approximately 90.5% of the total voting power. Mr. Ergen s beneficial ownership excludes 4,245,151 shares of Class A Common Stock issuable upon conversion of shares of Class B Common Stock currently held by certain trusts established by Mr. Ergen for the benefit of his family. These trusts beneficially own approximately 2.0% of our total equity securities and possess approximately 1.6% of the total voting power. Please see Equity Security Ownership below. Therefore, we are not subject to the NASDAQ listing requirements that would otherwise require us to have: (i) a Board of Directors comprised of a majority of independent directors; (ii) compensation of our executive officers determined by a majority of the independent directors or a compensation committee composed solely of independent directors; and (iii) director nominees selected, or recommended for the Board s selection, either by a majority of the independent directors or a nominating committee composed solely of independent directors. Nevertheless, the Corporation has created an Executive Compensation Committee (the Compensation Committee) and a Nominating Committee, in addition to an Audit Committee, all of which are composed entirely of independent directors. The charters of our Compensation, Audit, and Nominating Committees are available free of charge on our website at http://www.dishnetwork.com. The function and authority of these committees are described below:

Compensation Committee. The Compensation Committee operates under a Compensation Committee Charter adopted by the Board. The principal functions of the Compensation Committee are, to the extent the Board deems necessary or appropriate, to: (i) make and approve all option grants and other issuances of DISH Network s equity securities to DISH Network s executive officers and Board members other than nonemployee directors; (ii) approve all other option grants and issuances of DISH Network s equity securities, and recommend that the full Board make and approve such grants and issuances; (iii) establish in writing all performance goals for performance-based compensation that together with other compensation to senior executive officers could exceed $1 million annually, other than standard stock incentive plan options that may be paid to DISH Network s executive officers, and certify achievement of such goals prior to payment; and (iv) set the compensation of Mr. Ergen, who is our Chairman, President and Chief Executive Officer. The Compensation Committee held seven meetings and took action by unanimous written consent on two occasions during 2010. The current members of the Compensation Committee are Mr. Goodbarn, Mr. Howard and Mr. Ortolf, with Mr. Goodbarn serving as Chairman of the Committee. The Board has determined that each of these individuals meets the independence requirements of NASDAQ and SEC rules and regulations. The current composition of the Compensation Committee is expected to remain the same following our Annual Meeting.

Audit Committee. Our Board has established a standing Audit Committee in accordance with NASDAQ rules and Section 10A of the Securities Exchange Act of 1934 (the Exchange Act) and related SEC rules and regulations. The Audit Committee operates under an Audit Committee Charter adopted by the Board. The principal functions of the Audit Committee are to: (i) select the independent registered public accounting firm and set their compensation; (ii) select the internal auditor; (iii) review and approve management s plan for engaging our independent registered public accounting firm during the year to perform non-audit services and consider what effect these services will have on the independence of our independent registered public accounting firm; (iv) review our annual financial statements and other financial reports that require approval by the Board; (v) oversee the integrity of our financial statements, our systems of disclosure and internal controls, and our compliance with legal and regulatory requirements; (vi) review the scope of our independent registered public accounting firm s audit plans and the results of their audits; and (vii) evaluate the performance of our internal audit function and independent registered public accounting firm.

The Audit Committee held ten meetings and took action by unanimous written consent on two occasions during 2010. The current members of the Audit Committee are Mr. Goodbarn, Mr. Howard and Mr. Ortolf, with Mr. Ortolf serving as Chairman of the Audit Committee and Mr. Goodbarn serving as our audit committee financial expert . The Board has determined that each of these individuals meets the independence requirements of NASDAQ and SEC rules and regulations. The Board has also determined that each member of our Audit Committee is financially literate and that Mr. Goodbarn qualifies as an audit committee financial expert as defined by applicable SEC rules and regulations. The current composition of the Audit Committee is expected to remain the same following our Annual Meeting, with Mr. Goodbarn continuing as the audit committee financial expert .

Nominating Committee. The Nominating Committee operates under a Nominating Committee Charter adopted by the Board. The principal function of the Nominating Committee is to recommend independent director nominees for selection by the Board. The Nominating Committee held two meetings during 2010 and did not take action by written consent during 2010. The current members of the Nominating Committee are Mr. Goodbarn, Mr. Howard and Mr. Ortolf, with Mr. Howard serving as Chairman of the Committee. The Board has determined that each of these individuals meets the independence requirements of NASDAQ and SEC rules and regulations. The current composition of the Nominating Committee is expected to remain the same following our Annual Meeting.

The Nominating Committee will consider candidates suggested by its members, other directors, senior management and shareholders as appropriate. No search firms or other advisors were retained to identify prospective nominees during the past fiscal year. The Nominating Committee has not adopted a written policy with respect to the consideration of candidates proposed by security holders or with respect to nominating anyone to our Board other than nonemployee directors. Director candidates, whether recommended by the Nominating Committee, other directors, senior management or shareholders are currently considered by the Nominating Committee and the Board, as applicable, in light of the entirety of their credentials, including but not limited to the following diverse factors: (i) their reputation and character; (ii) their ability and willingness to devote sufficient time to Board duties; (iii) their educational background; (iv) their business and professional achievements, experience and industry background; (v) their independence from management under listing standards and the Corporation s governance guidelines; and (vi) the needs of the Board and the Corporation.

Board Criteria

In considering whether to recommend a prospective nominee for selection by the Board, including candidates recommended by shareholders, the Nominating Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. However, DISH Network believes that the backgrounds and qualifications of the directors, considered as a group, should provide a diverse mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities. The Nominating Committee recommends, if necessary, measures to be taken so that the Board reflects the appropriate balance of experience, knowledge and abilities required for the Board as a whole and contains at least the minimum number of independent directors required by applicable laws and regulations.

A shareholder who wishes to recommend a prospective nominee for the Board should notify the Corporation s Secretary or any member of the Nominating Committee in writing with whatever supporting material the shareholder considers appropriate. The Nominating Committee will also consider whether to nominate any person nominated by a shareholder pursuant to the provisions of the Corporation s bylaws relating to shareholder nominations. Communications can be directed to the Corporation s Secretary or any member of the Nominating Committee in accordance with the process described in *Shareholder Communications* below.

Board Leadership Structure

The Board currently combines the role of Chairman of the Board with the role of Chief Executive Officer, among other reasons, because of Mr. Ergen s unique position and qualifications as our founder and controlling shareholder. The Board believes that Mr. Ergen is best situated to serve as Chairman, among other reasons, because he is the director most familiar with the Corporation s business and industry and is also the person most capable of effectively identifying strategic priorities and leading the discussion and execution of strategy. We believe that this leadership structure is appropriate for the Corporation, among other reasons, because it helps to ensure clarity regarding leadership of the Corporation, allows the Corporation to speak with one voice and provides for the efficient operation of our Board process. This structure also avoids potential confusion as to leadership roles and duplication of efforts that can result from the roles being separated. Furthermore, in light of Mr. Ergen s voting control and position with DISH Network, we believe that the creation of a lead independent director position is not necessary at this time.

The Board s Role in Risk Oversight

The Board has ultimate responsibility for oversight of the Corporation s risk management processes. The Board discharges this oversight responsibility through regular reports received from and discussions with senior management on areas of material risk exposure to the Corporation. These reports and Board discussions include, among other things, operational, financial, legal and regulatory, and strategic risks. Additionally, the Corporation s risk management processes are intended to identify, manage and control risks so that they are appropriate considering the Corporation s scope, operations and business objectives. The full Board (or the appropriate Committee in the case of risks in areas for which responsibility has been delegated to a particular Committee) engages with the appropriate members of senior management to enable its members to understand and provide input to, and oversight of, our risk identification, risk management and risk mitigation strategies. The Audit Committee also meets regularly in executive session without management present to, among other things, discuss the Corporation s risk management culture and processes. For example, as part of its charter, our Audit Committee is responsible for, among other things, discussing Corporation policies with respect to risk assessment and risk management, and reviewing contingent liabilities and risks that may be material to the Corporation. When a Committee receives a report from a member of management regarding areas of risk, the Chairman of the relevant Committee will report on the discussion to the full Board to the extent necessary or appropriate. This enables the Board to coordinate risk oversight, particularly with respect to interrelated or cumulative risks that may involve multiple areas for which more than one committee has responsibility. The Board or applicable committee also has authority to engage external advisors as necessary.

Other Information About Our Board of Directors

Although we do not have a policy with regard to Board members attendance at our annual meetings of shareholders, all of our directors are encouraged to attend such meetings. All of our directors were in attendance at our 2010 annual meeting. We expect that all of our directors will attend our 2011 annual meeting.

Equity Security Ownership

The following table sets forth, to the best of our knowledge, the beneficial ownership of our voting securities as of the close of business on March 7, 2011 by: (i) each person known by us to be the beneficial owner of more than five percent of any class of our voting securities; (ii) each of our directors; (iii) our Chief Executive Officer, Chief Financial Officer and three other most highly compensated persons acting as one of our executive officers in 2010 (collectively, the Named Executive Officers); and (iv) all of our directors and executive officers as a group. Unless otherwise indicated, each person listed in the following table (alone or with family members) has sole voting and dispositive power over the shares listed opposite such person s name.

Name (1)	Amount and Nature of Beneficial Ownership	Percentage of Class
Class A Common Stock:		
Charles W. Ergen (2), (3)	235,916,216	53.6%
Cantey Ergen (4)	234,709,216	53.4%
Goldman Sachs (5)	25,058,399	12.2%
Dodge & Cox (6)	16,935,155	8.3%
BlackRock, Inc. (7)	15,389,414	7.5%
James DeFranco (8)	4,703,683	2.3%
David K. Moskowitz (9)	965,315	*
Carl E. Vogel (10)	490,723	*
Bernard L. Han (11)	370,498	*
Thomas A. Cullen (12)	310,498	*
Gary S. Howard (13)	100,100	*
Tom A. Ortolf (14)	86,200	*
Steven R. Goodbarn (15)	30,000	*
Robert E. Olson (16)	20,193	*
All Directors and Executive Officers as a Group (16 persons) (17)	243,652,114	68.0%
Class B Common Stock:		
Charles W. Ergen	234,190,057	98.2%
Cantey Ergen	234,190,057	98.2%
Trusts (18)	4,245,151	1.8%
All Directors and Executive Officers as a Group (16 persons) (17)	234,190,057	98.2%

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* Less than 1%.

(1) Except as otherwise noted below, the address of each such person is 9601 S. Meridian Blvd., Englewood, Colorado 80112. As of the close of business on March 7, 2011, there were 204,989,855 outstanding shares of Class A Common Stock and 238,435,208 shares of Class B Common Stock.

(2) Mr. Ergen is deemed to own beneficially all of the Class A Shares owned by his spouse, Cantey Ergen. Mr. Ergen s beneficial ownership includes: (i) 478,302 Class A Shares; (ii) 19,026 Class A Shares held in the Corporation s 401(k) Employee Savings Plan (the 401(k) Plan); (iii) the right to acquire 1,180,000 Class A Shares within 60 days upon the exercise of employee stock options; (iv) 235 Class A Shares held by Mr. Ergen s spouse; (v) 1,466 Class A Shares held in the 401(k) Plan by Mrs. Ergen; (vi) 20,130 Class A Shares held as custodian for Mr. Ergen s children; (vii) 27,000 Class A Shares held by a charitable foundation for which Mr. Ergen is an officer and (viii) 234,190,057 Class A Shares

issuable upon conversion of Mr. Ergen s Class B Shares. Mr. Ergen has sole voting and dispositive power with respect to 149,183,340 shares. Mr. Ergen s beneficial ownership of Class A Shares excludes 4,245,151 Class A Shares issuable upon conversion of Class B Shares held by certain trusts established by Mr. Ergen for the benefit of his family.

(3) Because each Class B Share is entitled to 10 votes per share, Mr. Ergen owns beneficially equity securities of the Corporation representing approximately 90.5% of the voting power of the Corporation (assuming no conversion of the Class B Shares and after giving effect to the exercise of Mr. Ergen s options exercisable within 60 days). Mr. Ergen s beneficial ownership includes: (i) 35,006,717 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year 2009 DISH GRAT; (ii) 12,500,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year 2010 DISH GRAT; (iii) 12,500,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Three-Year 2010 DISH GRAT; (iv) 12,500,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Four-Year 2010 DISH GRAT; and (v) 12,500,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Five-Year 2010 DISH GRAT. Mr. Ergen s beneficial ownership excludes 4,245,151 Class A Shares issuable upon conversion of Class B Shares currently held by certain trusts established by Mr. Ergen for the benefit of his family. These trusts beneficially own approximately 2.0% of our total equity securities and possess approximately 1.6% of the total voting power.

(4) Mrs. Ergen beneficially owns all of the Class A Shares owned by her spouse, Mr. Ergen, except for Mr. Ergen s right to acquire 1,180,000 Class A Shares within 60 days upon the exercise of employee stock options.

(5) The address of Goldman Sachs Asset Management (Goldman Sachs) is 200 West Street, New York, New York, 10282. Of the Class A Shares beneficially owned, Goldman Sachs has shared voting power as to 23,130,386 Class A Shares and shared dispositive power as to 25,058,399 Class A Shares. The foregoing information is based solely upon a Schedule 13G filed by Goldman Sachs with the SEC on February 14, 2011.

(6) The address of Dodge & Cox is 555 California Street, 40th Floor, San Francisco, California 94104. Of the Class A Shares beneficially owned, Dodge & Cox has sole voting power as to 16,079,693 Class A Shares and sole dispositive power as to 16,935,155 Class A Shares. The foregoing information is based solely upon a Schedule 13G filed by Dodge & Cox with the SEC on February 10, 2011.

(7) The address of BlackRock, Inc. is 40 East 52nd Street, New York, New York 10022. BlackRock, Inc. has sole voting and dispositive power as to all of the 15,389,414 Class A Shares beneficially owned by it. The foregoing information is based solely upon a Schedule 13G filed by BlackRock, Inc. with the SEC on February 4, 2011.

(8) Mr. DeFranco s beneficial ownership includes: (i) 1,129,438 Class A Shares; (ii) 19,026 Class A Shares held in the 401(k) Plan; (iii) the right to acquire 338,000 Class A Shares within 60 days upon the exercise of employee stock options; (iv) 50,000 Class A Shares held by Mr. DeFranco in an irrevocable trust for the benefit of his children and grandchildren; (v) 12,160 Class A Shares held by Mr. DeFranco as custodian for his children; (vi) 1,250,000 Class A Shares controlled by Mr. DeFranco as general partner of a limited partnership; and (vii) 1,905,059 Class A Shares held by Mr. DeFranco as a general partner of a different limited partnership.

(9) Mr. Moskowitz s beneficial ownership includes: (i) 127,779 Class A Shares; (ii) 18,024 Class A Shares held in the 401(k) Plan; (iii) the right to acquire 780,000 Class A Shares within 60 days upon the exercise of employee stock options; (iv) 1,328 Class A Shares held as custodian for his children; (v) 8,184 Class A Shares held as trustee for Mr. Ergen s children; and (vi) 30,000 Class A Shares held by a charitable foundation for which Mr. Moskowitz is a member of the board of directors.

(10) Mr. Vogel s beneficial ownership includes: (i) 10,165 Class A Shares (including 10,000 shares held in an account that is subject to a margin loan); (ii) 558 Class A Shares held in the 401(k) Plan; and (iii) the right to acquire 480,000 Class A Shares within 60 days upon the exercise of employee stock options.

(11) Mr. Han s beneficial ownership includes: (i) 498 Class A Shares held in the 401(k) Plan; and (ii) the right to acquire 370,000 Class A Shares within 60 days upon the exercise of employee stock options.

(12) Mr. Cullen s beneficial ownership includes: (i) 498 Class A Shares held in the 401(k) Plan; and (ii) the right to acquire 310,000 Class A Shares within 60 days upon the exercise of employee stock options.

(13) Mr. Howard s beneficial ownership includes: (i) 75,000 Class A Shares; (ii) 100 Class A Shares owned by his spouse; and (iii) the right to acquire 25,000 Class A Shares within 60 days upon the exercise of nonemployee director stock options.

(14) Mr. Ortolf s beneficial ownership includes: (i) the right to acquire 25,000 Class A Shares within 60 days upon the exercise of nonemployee director stock options; (ii) 200 Class A Shares held in the name of one of his children; and (iii) 61,000 Class A Shares held by a partnership of which Mr. Ortolf is a partner.

(15) Mr. Goodbarn s beneficial ownership includes: (i) 5,000 Class A Shares; and (ii) the right to acquire 25,000 Class A Shares within 60 days upon the exercise of nonemployee director stock options.

(16) Mr. Olson s beneficial ownership includes: (i) 193 Class A Shares held in the 401(k) Plan; and (ii) the right to acquire 20,000 Class A Shares within 60 days upon the exercise of employee stock options.

(17) Includes: (i) 1,854,672 Class A Shares; (ii) 63,223 Class A Shares held in the 401(k) Plan; (iii) the right to acquire 4,172,501 Class A Shares within 60 days upon the exercise of employee and nonemployee director stock options; (iv) 3,216,059 Class A Shares held in a partnership; (v) 234,190,057 Class A Shares issuable upon conversion of Class B Shares; (vi) 98,502 Class A Shares held in the name of, or in trust for, children and other family members; (vii) 57,000 Class A Shares held by charitable foundations; and (viii) 100 Class A Shares held by a spouse. Class A Shares and Class B Shares beneficially owned by both Mr. and Mrs. Ergen are only included once in calculating the aggregate number of shares owned by directors and executive officers as a group.

(18) Held by certain trusts established by Mr. Ergen for the benefit of his family.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, officers and holders of more than 10% of our common stock to file reports with the SEC regarding their ownership and changes in ownership of our equity securities. We believe that during 2010, our directors, officers and 10% shareholders complied with all Section 16(a) filing requirements. In making these statements, we have relied upon examination of copies of Forms 3, 4 and 5 provided to us and the written representations of our directors and officers.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis addresses our compensation objectives and policies for our Named Executive Officers, or NEOs, the elements of NEO compensation and the application of those objectives and policies to each element of fiscal 2010 compensation for our NEOs.

This Compensation Discussion and Analysis contains information regarding company performance targets and goals for our executive compensation program. These targets and goals were disclosed to provide information on how executive compensation was determined in 2010 but are not intended to be estimates of future results or other forward-looking guidance. We caution investors against using these targets and goals outside of the context of their use in our executive compensation program as described herein.

Overall Compensation Program Objectives and Policies

Compensation Philosophy

DISH Network s executive compensation program is guided by the following key principles:

- Attraction, retention and motivation of executive officers over the long-term;
- Recognition of individual performance;
- Recognition of the achievement of company-wide performance goals; and
- Creation of shareholder value by aligning the interests of management and DISH Network s shareholders through equity incentives.

General Compensation Levels

The total direct compensation opportunities, both base salaries and long-term incentives, offered to DISH Network s NEOs have been designed to ensure that they are competitive with market practice, support DISH Network s executive recruitment and retention objectives, reward individual and company-wide performance and contribute to DISH Network s long-term success by aligning the interests of its executive officers and shareholders.

The Compensation Committee of DISH Network, without Mr. Ergen present, determines Mr. Ergen s compensation. Mr. Ergen recommends to the Board of Directors, but DISH Network s Board of Directors ultimately approves, the base compensation of DISH Network s other NEOs. DISH Network s Compensation Committee has made and approved grants of options and other equity-based compensation to DISH Network s NEOs, and established in writing performance goals for any performance-based compensation that together with other compensation to any of DISH Network s NEOs could exceed $1 million annually. DISH Network s Compensation Committee has also certified achievement of those performance goals prior to payment of performance-based compensation.

In determining the actual amount of each NEO s compensation, the Compensation Committee of DISH Network reviews the information described in Compilation of Certain Proxy Data below, the Compensation Committee s subjective performance evaluation of the individual s performance (after reviewing Mr. Ergen s recommendations with respect to the NEOs other than himself), the individual s success in achieving individual and company-wide goals, whether the performance goals of any short-term or long-term incentive plans were met and the payouts that would become payable upon achievement of those performance goals, equity awards previously granted to the individual, and equity awards that would be normally granted upon a promotion in accordance with DISH Network s policies for promotions. DISH Network s Compensation Committee and Board have also considered the extent to which individual extraordinary efforts of each of DISH Network s NEOs resulted in tangible increases in corporate, division or department success when setting base cash salaries and short term incentive compensation.

Furthermore, the Compensation Committee of DISH Network also makes a subjective determination as to whether an increase should be made to Mr. Ergen s compensation based on its evaluation of Mr. Ergen s contribution to the success of DISH Network, whether the performance goals of any short-term or long-term incentive plans were met, the payouts that would become payable to Mr. Ergen upon achievement of those performance goals, the options and other stock awards currently held by Mr. Ergen and whether such awards are sufficient to retain Mr. Ergen.

This approach to general compensation levels is not formulaic and the weight given to any particular factor in determining a particular NEO s compensation depends on the subjective consideration of all factors described above in the aggregate.

With respect to incentive compensation, DISH Network attempts to ensure that each NEO has stock options and/or restricted stock units at any given time that are significant in relation to such individual s annual cash compensation to ensure that each of DISH Network s NEOs has appropriate incentives tied to the performance of DISH Network s Class A Common Stock. Therefore, DISH Network may grant more options to one particular NEO in a given year if a substantial portion of the NEO s equity incentives are vested and the underlying stock is capable of being sold. In addition, if an NEO recently received a substantial amount of equity incentives, DISH Network may not grant any equity incentives to that particular NEO.

Compilation of Certain Proxy Data

In connection with the approval process for DISH Network s executive officer compensation, DISH Network s Board of Directors and Compensation Committee had management prepare a compilation of the compensation components for the NEOs of companies selected by the Compensation Committee, as disclosed in their respective publicly-filed proxy statements (the Proxy Data). These surveyed companies included: The DirecTV Group, Inc., Comcast Corporation, Cablevision Systems Corporation, Charter Communications, Inc., Liberty Media Corporation, Liberty Global, Inc., AT&T Inc., Verizon Communications, Inc., Qwest Communications International, Inc., CenturyTel, Inc., Sprint Nextel Corporation, and Level 3 Communications, Inc. The Proxy Data, along with other information obtained by committee members from media reports, such as newspaper or magazine articles or other generally available sources related to executive compensation, and from corporate director events attended by committee members, is used solely as a subjective frame of reference to set approximate boundaries for compensation, rather than a basis for benchmarking compensation of DISH Network s NEOs. DISH Network s Compensation Committee and Board of Directors do not utilize a formulaic or standard, formalized benchmarking level or element in tying or otherwise setting DISH Network s executive compensation to that of other companies. Generally, DISH Network s overall compensation lags behind competitors in the area of base pay, severance packages, and short-term incentives and may be competitive over time in equity compensation. If DISH Network s stock performance substantially outperforms similar companies, executive compensation at DISH Network could exceed that at similar companies. Barring significant increases in the stock price, however, DISH Network s compensation levels generally lag its peers.

Deductibility of Compensation

Section 162(m) of the U.S. Internal Revenue Code (the Code) places a limit on the tax deductibility of compensation in excess of $1 million paid to certain covered employees of a publicly held corporation (generally, the corporation s chief executive officer and its four next most highly compensated executive officers in the year that the compensation is paid). This limitation applies only to compensation that is not considered performance-based under the Section 162(m) rules. The Compensation Committee conducts an ongoing review of DISH Network s compensation practices for purposes of obtaining the maximum continued deductibility of compensation paid consistent with DISH Network s existing commitments and ongoing competitive needs. However, nondeductible compensation in excess of this limitation may be paid.

Use of Compensation Consultants

No compensation consultants were retained by the Company to either evaluate or recommend the setting of executive compensation during the past fiscal year.

Implementation of Executive Compensation Program Objectives and Policies

Weighting and Selection of Elements of Compensation

As described in General Compensation Levels above, neither DISH Network s Board of Directors nor its Compensation Committee has in the past assigned specific weights to any factors considered in determining compensation, and none of the factors are more dispositive than others.

Elements of Executive Compensation

The primary components of DISH Network s executive compensation program have included:

- base cash salary;
- short-term incentive compensation, including conditional and/or performance-based cash incentive compensation and discretionary bonuses;
- long-term equity incentive compensation in the form of stock options and restricted stock units offered under DISH Network s stock incentive plans;
- 401(k) plan; and

- other compensation, including perquisites and personal benefits and post-termination compensation.

These elements combine to promote the objectives and policies described above. Base salary, 401(k) benefits and other benefits and perquisites provided generally to DISH Network employees provide a minimum level of compensation for our NEOs. Short-term incentives reward individual performance and achievement of annual goals important to DISH Network. Long-term equity-incentive compensation aligns NEO compensation directly with the creation of long-term shareholder value and promotes retention.

DISH Network has not required that a certain percentage of an executive s salary be provided in one form versus another. However, the Compensation Committee s goal is to award compensation that is reasonable in relation to DISH Network s compensation program and objectives when all elements of potential compensation are considered. Each element of DISH Network s historical executive compensation and the rationale for each element is described below.

Base Cash Salary

DISH Network has traditionally included salary in its executive compensation package under the belief that it is appropriate that some portion of the compensation paid to its executives be provided in a form that is fixed and liquid occurring over regular intervals. Generally, for the reasons discussed in Long-Term Equity Incentive Compensation, DISH Network has weighted overall compensation towards equity components as opposed to base salaries. DISH Network s Compensation Committee and Board of Directors have traditionally been free to set base salary at any level deemed appropriate and typically review base salaries once annually. Any increases or decreases in base salary on a year-over-year basis have usually been dependent on a combination of the following factors:

- the Compensation Committee s and Board of Directors respective assessment of DISH Network s overall financial and business performance;
- the performance of the NEO s business unit;
- the NEO s individual contributions to DISH Network; and
- the rate of DISH Network s standard annual merit increase for employees who are performing at a satisfactory level.

Short-Term Incentive Compensation

This compensation program, if implemented for a particular year, generally provides for a bonus that is linked to annual performance as determined by the Compensation Committee at the beginning of each fiscal year when it establishes the short-term incentive plan for that year. The objective of the short-term incentive plan is to compensate NEOs in significant part based on the achievement of specific annual goals that the Compensation Committee believes will create an incentive to maximize long-term shareholder value. This compensation program also permits short-term incentive compensation to be awarded in the form of discretionary cash bonuses based on individual performance during the year.

During 2010, the Board of Directors and the Compensation Committee elected not to implement a short-term incentive program. The decision not to implement a short-term incentive program during 2010 was made based upon, among other things, the adoption of the 2008 Long Term Incentive Plan, or 2008 LTIP. The 2008 LTIP is discussed below. During 2010, we did not achieve any of the goals under the 2008 LTIP.

Long-Term Equity Incentive Compensation

DISH Network has traditionally operated under the belief that executive officers will be better able to contribute to its long-term success and help build incremental shareholder value if they have a stake in that future success and value. DISH Network has stated it believes this stake focuses the executive officers attention on managing DISH Network as owners with equity positions in DISH Network and aligns their interests with the long-term interests of DISH Network s shareholders. Equity awards therefore have represented an important and significant component of DISH Network s compensation program for executive officers. DISH Network has attempted to create general incentives with its standard stock option grants and conditional incentives through conditional awards that may include payouts in cash or equity.

General Equity Incentives

With respect to equity incentive compensation, DISH Network attempts to ensure that each NEO has stock options and/or restricted stock units at any given time that are significant in relation to such individual s annual cash compensation to ensure that each of DISH Network s NEOs has appropriate incentives tied to the performance of DISH Network s Class A Common Stock. Therefore, DISH Network may grant more options to one particular NEO in a given year if a substantial portion of the NEO s equity incentives are vested and the underlying stock is capable of being sold. In addition, if an NEO recently received a substantial amount of equity incentives, DISH Network may not grant any equity incentives to that particular NEO. In particular, in granting awards for 2010, the Compensation Committee took into account, among other things, the amount necessary to retain our executive officers and that our executive officers had been granted options under the 2008 LTIP.

In granting equity incentive compensation, the Compensation Committee also takes into account whether the NEO has been promoted in determining whether to award equity awards to that individual. Finally, from time to time, the Compensation Committee may award one-time equity awards based on a number of subjective criteria, including the NEO s position and role in DISH Network s success and whether the NEO made any exceptional contributions to DISH Network s success.

To encourage executive officers to remain in DISH Network s employ, options granted under DISH Network s stock incentive plans generally vest at the rate of 20% per year and have exercise prices not less than the fair market value of DISH Network s Class A Common Stock on the date of grant or the last trading day prior to the date of grant. Other than performance-based awards such as those granted under the 2005 LTIP, 2008 LTIP or those granted to Messrs. Cullen, Han and Dodge, DISH Network s standard form of option agreement given to executive officers has included acceleration of vesting upon a change in control of DISH Network for those executive officers that are terminated by DISH Network or the surviving entity, as applicable, for any reason other than for cause during the twenty-four month period following such change in control.

Practices Regarding Grant of Equity Incentives

DISH Network has generally awarded stock options and restricted stock units as of the last day of each calendar quarter and has set exercise prices at not less than the fair market value of DISH Network s Class A Common Stock on the date of grant or the last trading day prior to the date of grant.

2009 Stock Incentive Plan

We have adopted an employee stock incentive plan, which we refer to as the 2009 Stock Incentive Plan. The purpose of the 2009 Stock Incentive Plan is to provide incentives to attract and retain executive officers and other key employees. Awards available to be granted under the 2009 Stock Incentive Plan include: (i) stock options; (ii) stock appreciation rights; (iii) restricted stock and restricted stock units; (iv) performance awards; (v) dividend equivalents; and (vi) other stock-based awards.

Class B CEO Stock Option Plan

We have adopted a Class B CEO stock option plan, which we refer to as the 2002 Class B CEO Stock Option Plan. The purpose of the 2002 Class B CEO Stock Option Plan is to promote the interests of DISH Network and its subsidiaries by aiding in the retention of Charles W. Ergen, the Chairman, President and Chief Executive Officer of DISH Network, who our Board of Directors believes is crucial to assuring our future success, to offer Mr. Ergen incentives to put forth maximum efforts for our future success and to afford Mr. Ergen an opportunity to acquire additional proprietary interests in DISH Network. Mr. Ergen abstained from our Board of Directors vote on this matter. Awards available to be granted under the 2002 Class B CEO Stock Option Plan include nonqualified stock options and dividend equivalent rights with respect to DISH Network s Class B Common Stock.

Employee Stock Purchase Plan

We have adopted an employee stock purchase plan, which we refer to as our ESPP. The purpose of the ESPP is to provide our eligible employees with an opportunity to acquire a proprietary interest in us by the purchase of our Class A common stock. All full-time employees who are employed by DISH Network for at least one calendar quarter are eligible to participate in the ESPP. Employee stock purchases are made through payroll deductions. Under the terms of the ESPP, employees are not permitted to deduct an amount that would permit such employee to purchase our capital stock in an amount that exceeds $25,000 in fair market value of capital stock in any one year. The ESPP is intended to qualify under Section 423 of the Code and thereby provide participating employees with an opportunity to receive certain favorable income tax consequences as to stock purchased under the ESPP.

Nonemployee Director Stock Option Plan

We have adopted a non-employee director stock option plan, which we refer to as the 2001 Director Plan. The purpose of the 2001 Director Plan is to advance our interests through the motivation, attraction and retention of highly-qualified non-employee directors. The 2001 Director Plan grants our new non-employee directors, upon their initial election or appointment to our Board, an option to acquire a certain number of shares of DISH Network s Class A Common Stock. We may also grant, in our discretion, any non-employee directors further options to acquire our shares of Class A Common Stock.

2005 Long-Term Incentive Plan

During January 2005, DISH Network adopted the 2005 Long-Term Incentive Plan, or 2005 LTIP, within the terms of DISH Network s 1999 Stock Incentive Plan. The purpose of the 2005 LTIP is to promote DISH Network s interests and the interests of its shareholders by providing key employees with financial rewards through equity participation upon achievement of DISH Network reaching the milestone of 15 million subscribers. The employees eligible to participate in the 2005 LTIP include DISH Network s executive officers, vice presidents, directors and certain other key employees designated by DISH Network s Compensation Committee. Awards under the 2005 LTIP consist of a one-time grant of: (a) an option to acquire a specified number of shares priced at the market value as of the last day of the calendar quarter in which the option was granted; (b) rights to acquire for no additional consideration a specified smaller number of shares of DISH Network s Class A Common Stock; or (c) in some cases, a corresponding combination of a lesser number of option shares and such rights to acquire shares of DISH Network s Class A Common Stock. The options and rights vest in 10% increments on each of the first four anniversaries of the date of grant and then at the rate of 20% per year thereafter; provided, however, that none of the options or rights shall be exercisable until DISH Network reaches the milestone of 15 million subscribers. The performance goal under the 2005 LTIP was not achieved in 2010. Mr. Ergen has 900,000 stock options under the 2005 LTIP that were granted on September 30, 2005. Mr. Han has 90,000 stock options and 30,000 restricted stock units under the 2005 LTIP that were granted on September 30, 2006. Mr. DeFranco has 300,000 stock options under the 2005 LTIP that were granted on March 31, 2005. Mr. Cullen has 60,000 restricted stock units under the 2005 LTIP that were granted on December 31, 2006. Mr. Olson does not have any awards under the 2005 LTIP.

2008 Long-Term Incentive Plan

During December 2008, DISH Network adopted the 2008 LTIP, within the terms of our 1999 Stock Incentive Plan. After the expiration of the 1999 Stock Incentive Plan on April 16, 2009, awards under the 2008 LTIP to new employee hires or employees who are promoted have been granted pursuant to the 2009 Stock Incentive Plan. The purpose of the 2008 LTIP is to promote DISH Network s interests and the interests of its shareholders by providing key employees with financial rewards through equity participation upon achievement of a specified long-term cumulative free cash flow goal while maintaining a specified long-term subscriber threshold. The employees eligible to participate in the 2008 LTIP include DISH Network s executive officers, vice presidents, directors and certain other key employees designated by DISH Network s Compensation Committee. Awards under the 2008 LTIP consist of a one-time grant of: (a) an option to acquire a specified number of shares priced at the market value as of the last day of the calendar quarter in which the option was granted; (b) rights to acquire for no additional consideration a specified smaller number of shares of DISH Network s Class A Common Stock; or (c) in some cases, a corresponding combination of a lesser number of option shares and such rights to acquire shares of DISH Network s Class A Common Stock. Under the 2008 LTIP, the cumulative free cash flow goals and the total net subscriber threshold are measured on the last day of each calendar quarter commencing on March 31, 2009 and continuing through and including December 31, 2015. In the event that a cumulative free cash flow goal is achieved and the total net subscriber threshold is met as of the last day of any such calendar quarter: (i) the applicable cumulative free cash flow goal will be retired; and (ii) the corresponding increment of the option/restricted stock unit will vest and shall become exercisable contemporaneous with filing of the Form 10-Q or Form 10-K for that quarter or year, as applicable, in accordance with the following schedule (for those employees that received equity awards under the 2008 LTIP before April 1, 2009):

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Cumulative Free Cash Flow Goals		Total Net Subscriber Threshold	Cumulative Vesting Schedule
$	1 billion	13 Million	10%
$	2 billion	13 Million	25%
$	3 billion	13 Million	45%
$	4 billion	13 Million	70%
$	5 billion	13 Million	100%

Employees who were granted equity awards after April 1, 2009 under the 2008 LTIP received a reduced number of options to acquire shares of DISH Network s Class A Common Stock relative to the amounts that were granted to employees at the same level prior to April 1, 2009; such shares are subject to a vesting schedule that varies based upon the date on which such shares are granted.

Mr. Ergen was granted 900,000 stock options under the 2008 LTIP on December 31, 2008. Messrs. Han, Cullen and DeFranco were each granted 300,000 stock options under the 2008 LTIP on December 31, 2008. Mr. Olson was granted 240,000 stock options under the 2008 LTIP on June 30, 2009 in connection with the commencement of his employment. During 2009, we generated cumulative free cash flow in excess of $1 billion while also maintaining 13 million subscribers which resulted in the vesting of approximately 10% of the 2008 LTIP stock awards. Accordingly, the $1 billion cumulative free cash flow goal under the 2008 LTIP was retired. During 2010, we did not achieve any of the goals under the 2008 LTIP.

401(k) Plan

DISH Network has adopted a defined-contribution tax-qualified 401(k) plan for its employees, including its executives, to encourage its employees to save some percentage of their cash compensation for their eventual retirement. DISH Network s executives have participated in the 401(k) plan on the same terms as DISH Network s other employees. Under the plan, employees have become eligible for participation in the 401(k) plan upon completing ninety days of service with DISH Network and reaching age 19. 401(k) plan participants are able to contribute up to 50% of their compensation in each contribution period, subject to the maximum deductible limit provided by the Code. DISH Network may also make a 50% matching employer contribution up to a maximum of $1,500 per participant per calendar year. In addition, DISH Network may also make an annual discretionary profit sharing contribution to the 401(k) plan with the approval of its Compensation Committee and Board of Directors. 401(k) plan participants are immediately vested in their voluntary contributions and earnings on voluntary contributions. DISH Network s employer contributions to 401(k) plan participants accounts vest 20% per year commencing one year from the employee s date of employment.

Perquisites and Personal Benefits, Post-Termination Compensation and Other Compensation

DISH Network has traditionally offered numerous plans and other benefits to its executive officers on the same terms as other employees. These plans and benefits have included medical, vision, and dental insurance, life insurance, and the employee stock purchase plan as well as discounts on DISH Network s services. Relocation benefits may also be reimbursed, but are individually negotiated when they occur. DISH Network has also permitted certain NEOs to use its corporate aircraft for personal use. DISH Network has also paid for annual tax preparation costs for certain NEOs.

DISH Network has not traditionally had any plans in place to provide severance benefits to employees. However, certain non-performance based stock options and restricted stock units have been granted to its executive officers subject to accelerated vesting upon a change in control.

<u>2010 Executive Compensation</u>

DISH Network has historically made decisions with respect to executive compensation for a particular compensation year in December of the preceding compensation year or the first quarter of the applicable compensation year. For 2010, the Compensation Committee (along with Mr. Ergen, for each of the NEOs other than himself) reviewed total compensation of each NEO and the value of (a) historic and current components of each NEO s compensation, including the base salary and bonus paid to the NEO in the prior year, and (b) stock options and restricted stock units held by each NEO in DISH Network s incentive plans. DISH Network s Compensation Committee (along with Mr. Ergen, for each of the NEOs other than himself) also reviewed the Proxy Data prepared for 2010 and other information described in Compilation of Certain Proxy Data above. As described in General Compensation Levels above, DISH Network aims to provide base salaries and long-term incentives that are competitive with market practice with an emphasis on providing a substantial portion of overall compensation in the form of equity incentives. In addition, DISH Network s Compensation Committee has discretion to award performance based compensation that is based on performance goals different from those that were previously set or that is higher or lower than the anticipated compensation that would be awarded under DISH Network s incentive plans if particular performance goals were met. DISH Network s Compensation Committee did not exercise this discretion in 2010.

Compensation of Chief Executive Officer

2010 Base Salary. Mr. Ergen s base salary for 2010 was determined based on a review by the Compensation Committee of the expected base salaries in 2010 of each of DISH Network s other NEOs. The Compensation Committee did not increase Mr. Ergen s salary in 2010. DISH Network s Compensation Committee noted that Mr. Ergen s base salary continued to be substantially lower than the base salaries of the CEOs of the significant majority of the surveyed companies in the 2010 Proxy Data.

2010 Cash Bonus. No bonus was paid to Mr. Ergen in 2010.

2010 Equity Incentives. With respect to equity incentives, DISH Network attempts to ensure that Mr. Ergen has stock options and/or restricted stock units at any given time that are significant in relation to Mr. Ergen s annual cash compensation to ensure that Mr. Ergen has appropriate incentives tied to the performance of DISH Network s Class A Common Stock. In light of awards previously granted to Mr. Ergen, the Compensation Committee determined that additional awards to Mr. Ergen were not necessary during 2010.

Compensation of Other Named Executive Officers

2010 Base Salary.

Base salaries for each of the other NEOs are determined annually by DISH Network s Board of Directors primarily based on Mr. Ergen s recommendations. The Board of Directors places substantial weight on Mr. Ergen s recommendations in light of his role as CEO and as co-founder and controlling shareholder of DISH Network. Mr. Ergen made recommendations to the Board of Directors with respect to the 2010 base salary of each of the other NEOs after considering (a) the NEO s base salary in 2009, (b) the range of the percentage increases in base salary for NEOs of the companies contained in the Proxy Data, (c) whether the NEO s base salary was appropriate in light of DISH Network s goals, including retention of the NEO, (d) the expected compensation to be paid to other NEOs in 2010 in relation to a particular NEO in 2010,

(e) whether the NEO was promoted or newly hired in 2010, and (f) whether in Mr. Ergen s subjective determination, the NEO s performance in 2009 warranted an increase in the NEO s base salary in 2010. Placing primary weight on (a) the NEO s base salary in 2009 and (b) whether, in Mr. Ergen s subjective view, an increase in 2010 base salary was necessary to retain the NEO, Mr. Ergen recommended the base salary amounts indicated in Executive Compensation and Other Information - Summary Compensation Table below. The basis for Mr. Ergen s recommendation with respect to each of the other NEOs is discussed below. The Board of Directors accepted each of Mr. Ergen s recommendations on base salaries for each of the other NEOs.

Mr. Cullen. In determining Mr. Cullen s 2010 base salary, Mr. Ergen subjectively determined that Mr. Cullen s existing base compensation was already within the range of market compensation indicated in the Proxy Data in light of DISH Network s practices with respect to base salaries and that therefore an increase over Mr. Cullen s 2009 base salary was not necessary.

Mr. DeFranco. In determining Mr. DeFranco s 2010 base salary, Mr. Ergen subjectively determined that Mr. DeFranco s existing base compensation was already within the range of market compensation indicated in the Proxy Data in light of DISH Network s practices with respect to base salaries and that therefore an increase over Mr. DeFranco s 2009 base salary was not necessary.

Mr. Han. In determining Mr. Han s 2010 base salary, Mr. Ergen subjectively determined that Mr. Han s existing base compensation was already within the range of market compensation indicated in the Proxy Data in light of DISH Network s practices with respect to base salaries and that therefore an increase over Mr. Han s 2009 base salary was not necessary.

Mr. Olson. Mr. Olson s salary was agreed between DISH Network and Mr. Olson on April 27, 2009 in connection with the commencement of Mr. Olson s employment as Executive Vice President and Chief Financial Officer of DISH Network on April 28, 2009. In determining Mr. Olson s 2010 base salary, Mr. Ergen subjectively determined that Mr. Olson s existing base compensation was already within the range of market compensation indicated in the Proxy Data in light of DISH Network s practices with respect to base salaries and that therefore an increase over Mr. Olson s 2009 base salary was not necessary.

2010 Cash Bonus. Consistent with prior years, Mr. Ergen generally recommended that other NEOs receive cash bonuses only to the extent that such amounts would be payable pursuant to the existing short-term incentive plan, if any. As discussed above, in light of the prior grants of options, the Board of Directors and the Compensation Committee elected not to implement a short-term incentive program for 2010. Furthermore, no cash bonuses were paid to any of our NEOs for 2010 performance.

2010 Equity Incentives. With respect to equity incentives, DISH Network primarily evaluates the position of each NEO to ensure that each individual has stock options and/or restricted stock units at any given time that are significant in relation to the NEO s annual cash compensation to ensure that the NEO has appropriate incentives tied to the performance of DISH Network s Class A Common Stock. This determination is made by the Compensation Committee primarily on the basis of Mr. Ergen s recommendation. As discussed above, in granting awards to the other NEOs for 2010, Mr. Ergen based his recommendation on, and the Compensation Committee took into account, among other things, what was necessary to retain our executive officers. In particular, in granting awards for 2010, the Compensation Committee took into account, among other things, the amount necessary to retain our executive officers.

On June 30, 2010, Mr. Olson was awarded an option to acquire 25,000 shares of Class A Common Stock with such option vesting at the rate of 20% per year.

2010 Equity Grants to Messrs. Cullen and Han

On June 30, 2010, based on Mr. Ergen s subjective evaluation of Messrs. Cullen s and Han s respective contributions to the Corporation s performance and to align their interests with the long-term interests of DISH Network s shareholders, Mr. Ergen recommended, and the

Compensation Committee agreed, to grant each of Messrs. Cullen and Han 200,000 restricted stock units (RSUs) and an option to acquire 600,000 shares of Class A Common Stock, with such awards vesting incrementally before June 30, 2020 according to the following vesting schedules. Although he is not an NEO for the year ended December 31, 2010, R. Stanton Dodge, our Executive Vice President, General Counsel and Secretary, also received the same grant of options and RSUs as did Messrs. Cullen and Han.

Fifty percent (50%) of the option and RSU awards granted to Messrs. Cullen, Han and Dodge vest based upon achieving the following specified cumulative free cash flow goals while achieving and maintaining a minimum threshold of 15,250,000 total net subscribers:

Cumulative Free Cash Flow Goals		Number of Options Vesting	Number of RSUs Vesting
$	250 million	15,000	5,000
$	500 million	15,000	5,000
$	750 million	15,000	5,000
$	1 billion	15,000	5,000
$	1.25 billion	15,000	5,000
$	1.5 billion	15,000	5,000
$	1.75 billion	15,000	5,000
$	2 billion	15,000	5,000
$	2.25 billion	15,000	5,000
$	2.5 billion	15,000	5,000
$	2.75 billion	15,000	5,000
$	3 billion	15,000	5,000
$	3.25 billion	15,000	5,000
$	3.5 billion	15,000	5,000
$	3.75 billion	15,000	5,000
$	4 billion	15,000	5,000
$	4.25 billion	15,000	5,000
$	4.5 billion	15,000	5,000
$	4.75 billion	15,000	5,000
$	5 billion	15,000	5,000

In the event that the total net subscriber threshold is met and a cumulative free cash flow goal is achieved as of the last day of a given calendar quarter: (i) the applicable cumulative free cash flow goal(s) will be retired; and (ii) the corresponding increment(s) of the option or RSU awards will vest and shall become exercisable contemporaneously with the filing of the Corporation s Form 10-Q or Form 10-K for that quarter or year, as applicable, with the SEC.

The other fifty percent (50%) of the option and RSU awards granted to Messrs. Cullen, Han and Dodge vest based upon achieving the following specified total net subscriber goals while achieving and maintaining the specified cumulative free cash flow goal:

Cumulative Free Cash Flow Goals		Total Net Subscriber Goal	Number of Options Vesting	Number of RSUs Vesting
$	250 million	15,250,000	15,000	5,000
$	500 million	15,500,000	15,000	5,000
$	750 million	15,750,000	15,000	5,000
$	1 billion	16,000,000	15,000	5,000
$	1.25 billion	16,250,000	15,000	5,000
$	1.5 billion	16,500,000	15,000	5,000
$	1.75 billion	16,750,000	15,000	5,000
$	2 billion	17,000,000	15,000	5,000
$	2.25 billion	17,250,000	15,000	5,000
$	2.5 billion	17,500,000	15,000	5,000
$	2.75 billion	17,750,000	15,000	5,000
$	3 billion	18,000,000	15,000	5,000
$	3.25 billion	18,250,000	15,000	5,000
$	3.5 billion	18,500,000	15,000	5,000
$	3.75 billion	18,750,000	15,000	5,000
$	4 billion	19,000,000	15,000	5,000
$	4.25 billion	19,250,000	15,000	5,000
$	4.5 billion	19,500,000	15,000	5,000
$	4.75 billion	19,750,000	15,000	5,000
$	5 billion	20,000,000	15,000	5,000

In the event that the cumulative free cash flow goal is met (or has already been retired and continues to be met) and a total net subscriber goal is achieved as of the last day of any such calendar quarter: (i) the applicable total net subscriber goal(s) will be retired; and (ii) the corresponding increment of the option or RSU awards will vest and shall become exercisable contemporaneously with the filing of the Corporation s Form 10-Q or Form 10-K for that quarter or year, as applicable, with the SEC.

EXECUTIVE COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee is appointed by the Board of Directors of DISH Network Corporation to discharge certain of the Board s responsibilities relating to compensation of DISH Network s executive officers.

The Compensation Committee, to the extent the Board deems necessary or appropriate, will:

- Make and approve all option grants and other issuances of DISH Network s equity securities to DISH Network s executive officers and Board members other than nonemployee directors;
- Approve all other option grants and issuances of DISH Network s equity securities, and recommend that the full Board make and approve such grants and issuances;
- Establish in writing all performance goals for performance-based compensation that together with other compensation to senior executive officers could exceed $1 million annually, other than standard Stock Incentive Plan options that may be paid to DISH Network s executive officers, and certify achievement of such goals prior to payment; and
- Set the compensation of the Chairman, President and Chief Executive Officer.

Based on the review of the Compensation Discussion and Analysis and discussions with management, we recommended to DISH Network s management that the Compensation Discussion and Analysis be included in the Corporation s proxy statement.

Respectfully submitted,

The DISH Network Executive Compensation Committee

Steven R. Goodbarn (Chairman)

Gary S. Howard

Tom A. Ortolf

The report of the Compensation Committee and the information contained therein shall not be deemed to be soliciting material or filed or incorporated by reference in any filing we make under the Securities Act of 1933 (the Securities Act) or under the Exchange Act, irrespective of any general statement incorporating by reference this Proxy Statement into any such filing, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically incorporate this information by reference into a document we file under the Securities Act or the Exchange Act.

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EXECUTIVE COMPENSATION AND OTHER INFORMATION

Summary Compensation Table

Our executive officers are compensated by certain of our subsidiaries. The following table sets forth the cash and noncash compensation for the fiscal year ended December 31, 2010 for the NEOs.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards (1) ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation (2) ($)	Total ($)
Charles W. Ergen	2010	$ 600,000	$	$	$	$	$	$ 197,909	$ 797,909
Chairman, President and Chief	2009	$ 623,078	$	$	$	$	$	$ 376,835	$ 999,913
Executive Officer	2008	$ 600,000	$	$	$ 3,817,550	$	$	$ 371,652	$ 4,789,202
Robert E. Olson (3)	2010	$ 306,923	$	$	$ 171,790	$	$	$ 5,500	$ 484,213
Executive Vice President	2009	$ 200,769	$	$	$ 854,165	$	$	$ 2,551	$ 1,057,485
and Chief Financial Officer									
Thomas A. Cullen	2010	$ 450,000	$	$	$	$	$	$ 5,500	$ 455,500
Executive Vice President,	2009	$ 433,464	$ 100,000	$	$	$	$	$ 3,500	$ 536,964
Programming, Sales and									
Marketing	2008	$ 337,700	$	$	$	$	$	$ 5,500	$ 343,200
Bernard L. Han	2010	$ 450,000	$	$	$	$	$	$ 5,500	$ 455,500
Executive Vice President	2009	$ 451,923	$ 100,000	$	$ 1,158,000	$	$	$ 3,500	$ 1,713,423
and Chief Operating Officer	2008	$ 400,000	$	$	$	$	$	$ 13,246	$ 413,246
James DeFranco	2010	$ 374,640	$	$	$	$	$	$ 24,509	$ 399,149
Executive Vice President	2009	$ 389,423	$	$	$	$	$	$ 18,900	$ 408,323
	2008	$ 371,154	$	$	$	$	$	$ 20,800	$ 391,954

(1) The amounts reported in the Option Awards column reflect grant date fair values. These amounts include both performance and non-performance based awards. The grant date fair values for performance awards are based on the probable outcome of the performance conditions under the awards and do not necessarily reflect the amount of compensation actually realized or that may be realized.

Assuming achievement of all performance conditions underlying the performance awards included in this column, the total grant date fair values would be as follows:

	Aggregate Grant Date Fair Value		
	2010 Performance Awards	**2009 Performance Awards**	**2008 Performance Awards**
Charles W. Ergen	$ 1,084,427.00	$	$ 3,651,163.00
Robert E. Olson	$ 217,257.00	$ 1,566,432.00	$
Thomas A. Cullen	$ 8,513,556.00	$	$ 1,217,054.00
Bernard L. Han	$ 8,513,556.00	$	$ 1,217,054.00
James DeFranco	$ 361,476.00	$	$ 1,217,054.00

Assumptions used in the calculation of grant date fair values are included in Note 13 to the Corporation s audited financial statements for the fiscal year ended December 31, 2010, included in the Corporation s Annual Report on Form 10-K filed with the SEC on February 24, 2011. Amounts for 2010 include the incremental fair value for performance awards as a result of the repricing related to the Corporation s 2009 cash dividend.

(2) All Other Compensation for all of the NEOs includes amounts contributed pursuant to our 401(k) matching program, relocation payments and our profit sharing program. Mr. Ergen s and Mr. DeFranco s All Other Compensation also includes tax preparation payments in each year. In addition, with respect to Mr. Ergen, All Other Compensation includes $163,264, $345,090 and $339,592 for Mr. Ergen s personal use of corporate aircraft during the years ended December 31, 2010, 2009 and 2008, respectively. We calculated the value of Mr. Ergen s personal use of corporate aircraft based upon the incremental cost of such usage to DISH Network.

(3) Mr. Olson became Chief Financial Officer of the Corporation on April 28, 2009.

Grant of Plan-Based Awards

The following table provides information on equity awards in 2010 for the Named Executive Officers.

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (1)	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards (2)
Name	**Grant Date**	**Date of Compensation Committee Approval**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (#)**	**Target (#)**	**Maximum (#)**	**(#)**	**(#)**	**($/sh)**	
Charles W. Ergen	4/6/2010	1/19/2010	$	$	$				193		$	$
Robert E. Olson	4/6/2010	1/19/2010	$	$	$				193		$	$
	6/30/2010	6/29/2010	$	$	$					25,000	$ 18.15	$ 171,790
Thomas A. Cullen	4/6/2010	1/19/2010	$	$	$				193		$	$
	6/30/2010	6/29/2010	$	$	$			600,000			$ 18.15	$
	6/30/2010	6/29/2010	$	$	$			200,000			$	$
Bernard L. Han	4/6/2010	1/19/2010	$	$	$				193		$	$
	6/30/2010	6/29/2010	$	$	$			600,000			$ 18.15	$
	6/30/2010	6/29/2010	$	$	$			200,000			$	$
James DeFranco	4/6/2010	1/19/2010	$	$	$				193		$	$

(1) The amounts reported in the All Other Stock Awards column represent shares awarded to the eligible NEOs during 2010 pursuant to our profit sharing program.

(2) These amounts include both performance and non-performance based awards. The grant date fair values for performance awards are based on the probable outcome of the performance conditions under the awards and do not necessarily reflect the amount of compensation actually realized or that may be realized.

Assuming achievement of all performance conditions underlying the performance awards included in this column, the total grant date fair values would be as follows:

	2010 Performance Awards
Thomas A. Cullen	$ 8,513,556.00
Bernard L. Han	$ 8,513,556.00

Assumptions used in the calculation of grant date fair values are included in Note 13 to the Corporation s audited financial statements for the fiscal year ended December 31, 2010, included in the Corporation s Annual Report on Form 10-K filed with the SEC on February 24, 2011. Amounts for 2010 include the incremental fair value for performance awards as a result of the repricing related to the Corporation s 2009 cash dividend.

Outstanding Equity Awards at Fiscal Year-End

	Option Awards					Stock Awards			
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (1) ($)**
Charles W. Ergen	80,000			$ 22.01	3/31/2013(**3**)		$		$
	16,000			$ 24.38	3/31/2013(**2**)		$		$
	400,000			$ 23.56	6/30/2014(**3**)				