# QUARTERLY INVESTOR SUMMARY

2Q13 - August 6, 2013



#### DISH NETWORK REPORTS SECOND QUARTER 2013 FINANCIAL RESULTS

- YOY subscriber-related revenue improves 5 percent
- Net loss driven by \$438 million of impairment charges on satellites acquired through TerreStar, DBSD transactions
- Pay-TV ARPU increases more than 4 percent YOY
- Broadband subscriber base grows 24 percent sequentially



ENGLEWOOD, Colo., August 6, 2013 – DISH Network Corporation (NASDAQ: DISH) today reported revenue totaling \$3.61 billion for the quarter ending June 30, 2013, compared to \$3.57 billion for the corresponding period in 2012. Subscriber-related revenue increased 4.9 percent to \$3.46 billion from \$3.30 billion in the year-ago period.

Net loss attributable to DISH Network totaled \$(11) million for the quarter ending June 30, 2013, compared to \$226 million in net income earned in the year-ago quarter. Diluted loss per share was \$(0.02), compared with earnings per share of \$0.50 during the same period in 2012. Net income attributable to DISH Network in the quarter was impacted by the \$438 million impairment of two of the three satellites acquired through the TerreStar and DBSD transactions.

"We are pleased to see continued growth in Hopper® receiver take rates, as well as growth in Broadband-connected subscribers," said Joseph P. Clayton, DISH president and CEO. "This performance reflects efforts like our DISH Anywhere™ mobile app and our iPad 2 promotion with Apple, and will set the stage for long-range revenue performance."

Pay-TV ARPU for the second quarter totaled \$80.90 compared to the year-ago period's pay-TV ARPU of \$77.59. Pay-TV subscriber churn rate increased to 1.67 percent versus 1.60 percent for second quarter 2012, impacted by DISH's first programming package price increase in two years.

DISH added approximately 624,000 gross new pay-TV subscribers compared to approximately 665,000 gross new pay-TV subscribers in the prior year's second quarter. Total subscribers declined approximately 78,000 in the second quarter. The company ended the second quarter with 14.014 million pay-TV subscribers compared to 14.061 million pay-TV subscribers at the end of second quarter 2012.

DISH added approximately 61,000 net broadband subscribers in the second quarter, bringing its broadband subscriber base to approximately 310,000, a 24 percent increase sequentially. DISH added approximately 11,000 net broadband subscribers in the second quarter of 2012.

#### **Year-to-Date Review**

DISH Network's first half revenues of \$7.16 billion increased 0.1 percent over \$7.15 billion in revenue from the same period last year. In the first six months of 2013, net income attributable to DISH Network totaled \$205 million compared with \$586 million during the same period last year. Diluted earnings per share were \$0.45 for the first six months of 2013, compared with \$1.30 during the same period in 2012.

Detailed financial data and other information are available in DISH Network's Form 10-Q for the quarter ended June 30, 2013, filed today with the Securities and Exchange Commission.

DISH Network will host its second quarter 2013 financial results conference call today at noon ET. The dial-in numbers are (800) 616-6729 (U.S.) and (763) 488-9145, conference ID number 18183282.

#### **About DISH**

DISH Network Corporation (NASDAQ: DISH), through its subsidiary DISH Network L.L.C., provides approximately 14.014 million satellite TV customers, as of June 30, 2013, with the highest-quality programming and technology with the most choices at the best value, including HD Free for Life®. Subscribers enjoy the largest high-definition lineup with more than 200 national HD channels, the most international channels, and award-winning HD and DVR technology. DISH Network Corporation's subsidiary, Blockbuster L.L.C., delivers family entertainment to millions of customers around the world. DISH Network Corporation is a Fortune 200 company. Visit www.dish.com.



DISH 2Q13 Financial Results Conference Call – Noon ET Today U.S. or Canada 800-616-6729 Internationally 763-488-9145 Conference ID: 18183282

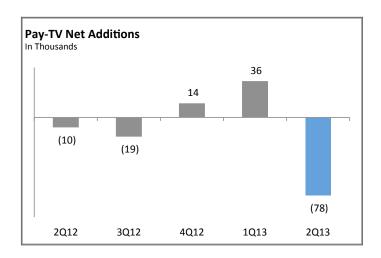
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#### **PAY-TV METRICS**

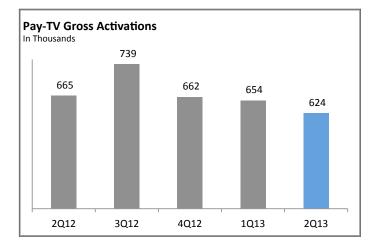
#### **Pay-TV Net Additions**

DISH lost approximately 78,000 net Pay-TV subscribers in 2Q13, compared to the loss of approximately 10,000 net Pay-TV subscribers during the same period in 2012. The increase in the number of net Pay-TV subscribers lost versus the same period in 2012 resulted from lower gross new Pay-TV subscriber activations and an increase in our Pay-TV churn rate.



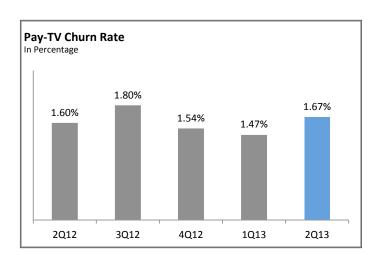
#### **Pay-TV Gross Activations**

In 2Q13, DISH added approximately 624,000 gross new Pay-TV subscribers compared to the addition of approximately 665,000 gross new Pay-TV subscribers during the same period in 2012, a decrease of 6.2%. Our gross new Pay-TV subscriber activations continue to be negatively impacted by increased competitive pressures, including aggressive marketing and discounted promotional offers. In addition, our gross new Pay-TV subscriber activations continue to be adversely affected by sustained economic weakness and uncertainty.



#### **Pay-TV Churn**

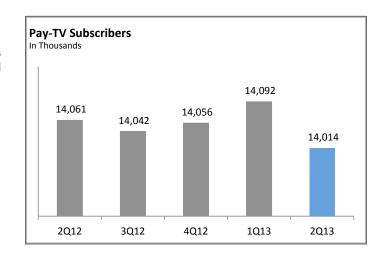
Our Pay-TV churn rate for 2Q13 was 1.67% compared to 1.60% for the same period in 2012. Our Pay-TV churn rate was negatively impacted in part because we had a programming package price increase in the first quarter 2013 and did not during the same period in 2012. Churn continues to be adversely affected by the increased competitive pressures discussed above. Our Pay-TV churn rate is also impacted by, among other things, the credit quality of previously acquired subscribers, our ability to consistently provide outstanding customer service, the aggressiveness of competitor subscriber acquisition efforts, and our ability to control piracy and other forms of fraud.



#### **PAY-TV METRICS-CONTINUED**

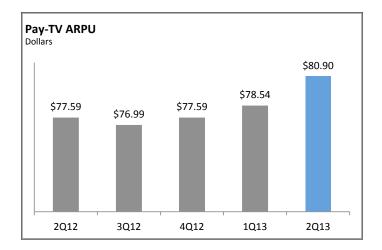
#### **Pay-TV Subscribers**

DISH ended 2Q13 with 14.014 million Pay-TV subscribers compared to 14.061 million total Pay-TV subscribers at the end of 2Q12.



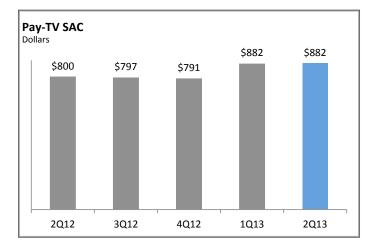
#### **Pay-TV ARPU**

Pay-TV average monthly revenue per subscriber (Pay-TV ARPU) was \$80.90 during 2Q13 versus \$77.59 during the same period in 2012. The \$3.31, or 4.3%, increase in Pay-TV ARPU was primarily attributable to the programming package price increase in February 2013 and higher hardware related revenue, partially offset by a decrease in pay-per-view revenue.



#### **Pay-TV SAC**

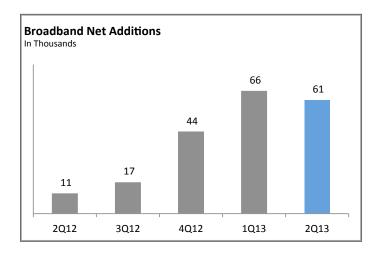
Pay-TV Subscriber Acquisition Cost (Pay-TV SAC) was \$882 during 2Q13 compared to \$800 during the same period in 2012, an increase of \$82 or 10.3%. This increase was primarily attributable to increased advertising and equipment costs. Advertising costs were up \$12 per activation reflecting increased brand spending related to the launch of our new Hopper with Sling set-top box in February 2013. Capitalized equipment costs increased \$49 per activation, primarily due to an increase in the percentage of new subscriber activations with new Hopper receiver systems. In addition, the Hopper with Sling set-top box cost per unit is currently higher than the original Hopper set-top box.



#### **BROADBAND METRICS**

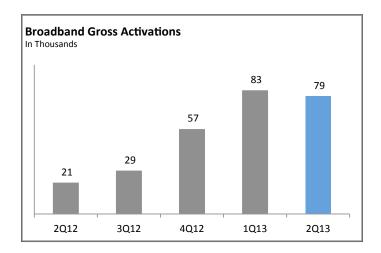
#### **Broadband Net Additions**

DISH added approximately 61,000 net Broadband subscribers during 2Q13 compared to the addition of approximately 11,000 net Broadband subscribers during the same period in 2012. This increase versus the same period in 2012 primarily resulted from higher gross new Broadband subscriber activations.



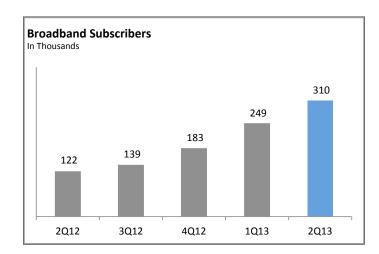
#### **Broadband Gross Activations**

During 2Q13, DISH added approximately 79,000 gross new Broadband subscribers compared to the addition of approximately 21,000 gross new Broadband subscribers during the same period in 2012. This increase was driven by increased advertising related to the dishNET branded Broadband services.



#### **Broadband Subscribers**

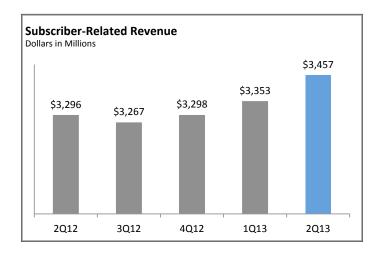
DISH ended 2Q13 with 310,000 Broadband subscribers compared to 122,000 total Broadband subscribers at the end of 2Q12.



#### **SELECTED FINANCIAL RESULTS**

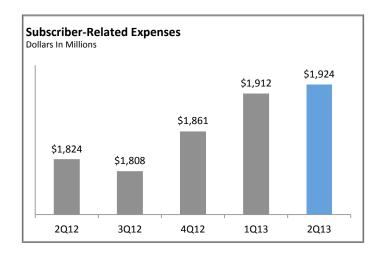
#### **Subscriber-Related Revenue**

Subscriber-related revenue totaled \$3.457 billion for 2Q13, an increase of \$161 million or 4.9% compared to the same period in 2012. The change in Subscriber-related revenue from the same period in 2012 was primarily related to the increase in Pay-TV ARPU previously discussed. Included in Subscriber-related revenue was \$47 million and \$22 million of revenue related to our Broadband services for the three months ended June 30, 2013 and 2012, respectively.



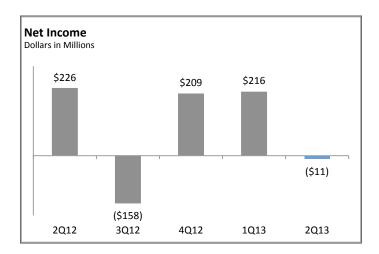
#### **Subscriber-Related Expenses**

Subscriber-related expenses totaled \$1.924 billion during 2Q13, an increase of \$100 million or 5.5% compared to the same period in 2012. The increase in Subscriber-related expenses was primarily attributable to higher Pay-TV programming and retention costs and higher Broadband Subscriber-related expenses due to the increase in our Broadband Subscriber base. The increase in programming costs was driven by rate increases in certain of our programming contracts, including the renewal of certain contracts at higher rates. Included in Subscriber-related expenses was \$33 million and \$11 million of expense related to our Broadband services for 2Q13 and 2Q12, respectively.



#### **Net Income**

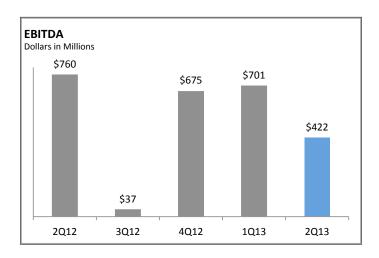
Net income (loss) attributable to DISH Network was a loss of \$11 million during 2Q13, a decrease of \$237 million compared to income of \$226 million for the same period in 2012. Net income in 2Q13 was negatively impacted by a \$438 million impairment charge for the T2 and D1 satellites and favorably impacted by a \$76 million unrealized gain on our derivative financial instruments that are indexed to the trading price of the common equity securities of Sprint. Note that the \$730 million estimated fair value of the Voom Settlement Agreement was recorded as Litigation expense on our Condensed Consolidated Statement of Operations and Comprehensive Income (Loss) for 3Q12.



#### SELECTED FINANCIAL RESULTS-CONTINUED

#### **EBITDA**

EBITDA was \$422 million during 2Q13, a decrease of \$338 million or 44.4% compared to the same period in 2012. EBITDA for 2Q13 was negatively impacted by a \$438 million impairment charge for the T2 and D1 satellites and favorably impacted by a \$76 million unrealized gain on our derivative financial instruments that are indexed to the trading price of the common equity securities of Sprint. Note that the \$730 million estimated fair value of the Voom Settlement Agreement was recorded as Litigation expense on our Condensed Consolidated Statement of Operations and Comprehensive Income (Loss) for 3Q12.



#### Non-GAAP Reconciliation— EBITDA to Net Income

	6/30/12		9/30/12		12/31/12		3/31/13		6/30/13
					(In thousand:				
EBITDA	\$	760,159	\$	37,073	\$	675,315	\$	701,242	\$ 422,410
Interest expense, net		(89,097)		(109,514)		(107,822)		(123,892)	(171,027)
Income tax (provision) benefit, net		(146,211)		149,383		(118,558)		(127,425)	38,039
Depreciation and amortization		(299,119)		(235,403)		(239,829)		(234,327)	 (300,474)
Net income (loss) attributable to DISH Network	\$	225,732	\$	(158,461)	\$	209,106	\$	215,598	(11,052)

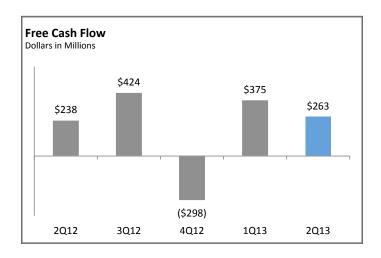
Earnings before interest, taxes, depreciation and amortization ("EBITDA") is not a measure determined in accordance with accounting principles generally accepted in the United States ("GAAP") and should not be considered a substitute for operating income, net income or any other measure determined in accordance with GAAP. EBITDA is used as a measurement of operating efficiency and overall financial performance and we believe it to be a helpful measure for those

evaluating companies in the Pay-TV industry. Conceptually, EBITDA measures the amount of income generated each period that could be used to service debt, pay taxes and fund capital expenditures. EBITDA should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

#### SELECTED FINANCIAL RESULTS-CONTINUED

#### Free Cash Flow (FCF)

Free Cash Flow for the three months ended June 30, 2013, was \$263 million and \$638 million for the six months ended June 30, 2013. Note that 4Q12 includes the negative impact of \$676 million of payments for the Voom Settlement Agreement.



#### Non-GAAP Reconciliation— FCF to Cash From Operations

	6/30/12			9/30/12	1	2/31/12	12 3/31/13			5/30/13
					(In	thousands)				
Free cash flow	\$	238,257	\$	424,238	\$	(297,808)	\$	374,935	\$	262,592
Add back:										
Purchases of property and equipment		251,257		261,740		275,641		311,527		282,213
Net cash flows from operating activities	\$	489,514	\$	685,978	\$	(22,167)	\$	686,462	\$	544,805
			-							

**FCF** is defined as Net cash flows from operating activities less Purchases of property and equipment, as shown on our Condensed Consolidated Statements of Cash Flows. We believe free cash flow is an important liquidity metric because it measures, during a given period, the amount of cash generated that is available to repay debt obligations, make investments, fund acquisitions and for certain other activities. Free cash flow is not a measure determined in accordance with GAAP and

should not be considered a substitute for Operating income, Net income, Net cash flows from operating activities or any other measure determined in accordance with GAAP. Since free cash flow includes investments in operating assets, we believe this non-GAAP liquidity measure is useful in addition to the most directly comparable GAAP measure Net cash flows from operating activities

#### **CONDENSED CONSOLIDATED BALANCE SHEETS**

(Dollars in thousands, except share amounts) (Unaudited)

	As of			
		June 30,	D	ecember 31,
Assets	_	2013	_	2012
Current Assets:				
Cash and cash equivalents	\$	4,093,822	\$	3,606,140
Marketable investment securities.	Ą	5,433,340	۲	3,631,637
Trade accounts receivable - other, net of allowance for doubtful accounts		3,433,340		3,031,037
		070 570		042.005
of \$15,987 and \$16,945, respectively		878,579		842,905
Trade accounts receivable - EchoStar, net of allowance for doubtful accounts of zero		23,648		26,960
Inventory		577,288		623,720
Deferred tax assets		99,854		99,854
Prepaid income taxes		91,459		110,608
Other current assets (Note 2)		963,901		117,329
Total current assets	_	12,161,891	_	9,059,153
Noncurrent Assets:				
Restricted cash and marketable investment securities		90,858		134,410
Property and equipment, net of accumulated depreciation of \$3,130,717 and \$3,043,609, respectively		3,990,025		4,402,360
FCC authorizations		3,296,665		3,296,665
Marketable and other investment securities		134,295		119,051
Other noncurrent assets, net		392,067		367,969
Total noncurrent assets.		7,903,910		8,320,455
Total assets	\$	20,065,801	<u></u>	17,379,608
Total assets	<u>ې</u>	20,003,801	<u>ې</u>	17,379,008
Liabilities and Stockholders' Equity (Deficit)				
Current Liabilities:				
Trade accounts payable - other	\$	294,390	\$	298,722
Trade accounts payable - EchoStar		321,711		281,875
Deferred revenue and other		887,338		857,280
Accrued programming		1,186,807		1,096,908
Accrued interest		261,488		224,383
Litigation accrual		-		70,999
Other accrued expenses		524,329		556,599
Current portion of long-term debt and capital lease obligations		535,837		537,701
Total current liabilities		4,011,900		3,924,467
Long-Term Obligations, Net of Current Portion:				
Long-term debt and capital lease obligations, net of current portion.		13,633,032		11,350,399
Deferred tax liabilities		1,664,891		
				1,662,732
Long-term deferred revenue, distribution and carriage payments and other long-term liabilities	_	386,290	_	370,382
Total long-term obligations, net of current portion	_	15,684,213	_	13,383,513
Total liabilities		19,696,113	_	17,307,980
Commitments and Contingencies (Note 12)				
Stockholders' Equity (Deficit):				
Class A common stock, \$.01 par value, 1,600,000,000 shares authorized, 273,688,726 and 270,613,262				
shares issued, 217,570,466 and 214,495,002 shares outstanding, respectively		2,737		2,706
Class B common stock, \$.01 par value, 800,000,000 shares authorized,		2,737		2,700
238,435,208 shares issued and outstanding		2,384		2,384
Class C common stock, \$.01 par value, 800,000,000 shares authorized, none issued and outstanding		-		-
Additional paid-in capital		2,517,367		2,440,626
Accumulated other comprehensive income (loss)		214,533		188,803
Accumulated earnings (deficit)		(823,647)		(1,028,193
Treasury stock, at cost		(1,569,459)		(1,569,459
Total DISH Network stockholders' equity (deficit)		343,915		36,867
Noncontrolling interest		25,773		34,761
Total stockholders' equity (deficit)		369,688	_	71,628
Total liabilities and stockholders' equity (deficit)	\$	20,065,801	\$	17,379,608
Total additional and stockholders equity (define)	7	_0,000,001	7	1,3,3,000

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Dollars in thousands, except per share amounts)

(Unaudited)

		For the Three Months Ended June 30,			For the Six Months Ended June 30,			
		2013		2012		2013		2012
Revenue:								
Subscriber-related revenue	\$	3,456,536	\$	3,295,831	\$	6,809,086	\$	6,520,296
Equipment and merchandise sales, rental and other revenue		140,611		270,257		341,145		620,994
Equipment sales, services and other revenue - EchoStar		8,986		5,678		11,126		12,345
Total revenue		3,606,133		3,571,766		7,161,357		7,153,635
Costs and Expenses (exclusive of depreciation shown separately below - Note 7):								
Subscriber-related expenses		1,924,020		1,823,665		3,835,613		3,584,917
Satellite and transmission expenses:								
EchoStar		125,706		107,082		238,639		216,936
Other		10,190		9,178		20,438		20,857
Cost of sales - equipment, merchandise, services, rental and other		76,783		130,061		176,309		272,323
Subscriber acquisition costs:								
Cost of sales - subscriber promotion subsidies		67,745		51,500		145,232		136,269
Other subscriber acquisition costs		366,791		355,142		753,204		669,911
Total subscriber acquisition costs		434,536		406,642		898,436		806,180
General and administrative expenses - EchoStar		26,297		14,790		45,177		26,872
General and administrative expenses		249,879		312,877		501,443		676,970
Depreciation and amortization (Note 7)		300,474		299,119		534,801		507,817
Impairment of long-lived assets (Note 7)		437,575		-		437,575		-
Total costs and expenses		3,585,460	_	3,103,414		6,688,431		6,112,872
Total cooks and expenses		3,303,100		0,200,121		0,000,101		0,112,072
Operating income (loss)		20,673		468,352		472,926		1,040,763
				,		,		_,_,_,
Other Income (Expense):								
Interest income		43,843		20,204		81,337		27,293
Interest expense, net of amounts capitalized		(214,870)		(109,301)		(376,256)		(247,314)
Other, net		97,241		(7,448)		106,981		102,834
Total other income (expense)		(73,786)		(96,545)		(187,938)		(117,187)
Income (loss) before income taxes		(53,113)		371,807		284,988		923,576
Income tax (provision) benefit, net		38,039		(146,211)		(89,386)		(337,854)
Net income (loss)		(15,074)		225,596		195,602		585,722
Less: Net income (loss) attributable to noncontrolling interest		(4,022)		(136)		(8,944)		(320)
Net income (loss) attributable to DISH Network	\$	(11,052)	\$	225,732	\$	204,546	\$	586,042
Weighted-average common shares outstanding - Class A and B common stock:								
Basic		455,452		450,292		454,353		448,791
Diluted		455,452	_	453,077		457,405		451,425
	_	100) 102	_	100,017		1377103		.51, .25
Earnings per share - Class A and B common stock:								
Basic net income (loss) per share attributable to DISH Network	\$	(0.02)	\$	0.50	\$	0.45	\$	1.31
Diluted net income (loss) per share attributable to DISH Network		(0.02)	\$	0.50	\$	0.45	\$	1.30
Diluted feet fictine (1033) per state detributable to Distributable to Distributable to	<u> </u>	(0.02)	7	0.50	7	0.43	<del>_</del>	1.50
Comprehensive Income (Loss):								
Net income (loss)	\$	(15,074)	\$	225,596	\$	195,602	\$	585,722
Other comprehensive income (loss):	Ť	(==)(-1)	Ť		Ť		Ť	,
Foreign currency translation adjustments		2,862		(1,965)		5,599		1,288
Unrealized holding gains (losses) on available-for-sale securities		19,285		(69,393)		37,068		(18,372)
Recognition of previously unrealized (gains) losses on	.,	13,203		(33,333)		37,000		(10,372)
available-for-sale securities included in net income (loss)		(6,706)		(3,135)		(5,344)		(84,022)
· ,				(3,133)				(04,022)
Deferred income tax (expense) benefit		(4,597)		(74.402)		(11,593)		(101 100)
Total other comprehensive income (loss), net of tax		10,844	_	(74,493)	_	25,730	_	(101,106)
Comprehensive income (loss)		(4,230)		151,103		221,332		484,616
Less: Comprehensive income (loss) attributable to noncontrolling interest		(4,022)	_	(136)	_	(8,944)	_	(320)
Comprehensive income (loss) attributable to DISH Network	\$	(208)	\$	151,239	\$	230,276	\$	484,936

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (In thousands) (Unaudited)

For the Six Months
Ended June 30.

Net income [loss]			Ended	June 30,		
Net income   Income			2013	_	2012	
Adjustments to reconcile net income (loss) to net cash flows from operating activities:	Cash Flows From Operating Activities:					
Depreciation and amortization.	Net income (loss)	\$	195,602	\$	585,722	
Impairment of long-lived assets.   437,575   (101,631   101,631	Adjustments to reconcile net income (loss) to net cash flows from operating activities:					
Realized and unrealized losses (gains) on investments.	Depreciation and amortization		534,801		507,817	
Non-cash, stock-based compensation.         15, 362         30,10           Deferred tax expense (benefit).         (45,319)         68,68           Other, net.         49,999         7,84           Change in noncurrent assets.         17,733         27,23           Change in long-term defered revenue, distribution and carriage payments and other long-term liabilities.         25,555         (29,17           Change in current assets and current liabilities, net.         107,946         251,38         (21,34,80)           Change in current assets and current liabilities, net.         107,946         251,38         (21,34,80)           Net cash flows from operating activities.         818,567         1,231,260         (19,60,50)	Impairment of long-lived assets		437,575		-	
Deferred tax expense (henefit)	Realized and unrealized losses (gains) on investments		(107,947)		(101,638	
Other, net.         49,955         7,84           Change in noncurrent assets.         17,733         27,23           Change in long-term deferred revenue, distribution and carriage payments and other long-term liabilities.         25,555         (29,17)           Changes in current assets and current liabilities, net.         107,946         251,38         (251,38)	Non-cash, stock-based compensation		15,362		30,199	
Change in noncurrent assets.         17,733         27,23           Change in long-term deferred revenue, distribution and carriage payments and other long-term liabilities.         25,555         (29,17           Change in long-term deferred revenue, distribution and carriage payments and other long-term liabilities.         107,946         251,38           Net cash flows from operating activities.         1,231,267         1,348,06           Cash Flows From Investing Activities.         8,359,433         (1,996,25           Siciles and maturities of marketable investment securities.         1,385,573         1,221,34           Purchases of property and equipment         (966,000)         -           Purchases of property and equipment         (966,000)         -           Purchases of property and equipment         (937,000)         (40,01)           Change in restricted cash and marketable investment securities         43,067         (1,53)           DSDS D North America Transaction, less cash acquired of \$5,230         (30,083,373)         (1,280,000)           Charles of from investing activities         2,300,000         1,900,000           Preceded from issuance of long-term debt.         2,300,000         1,900,000           Proceeds from issuance of restricted debt.         2,000,000         1,800,000           Proceeds from issuance of restricted debt.         2,000	Deferred tax expense (benefit)		(45,319)		68,683	
Change in long-term deferred revenue, distribution and carriage payments and other long-term liabilities.         25,555         (29,17           Changes in current assets and current liabilities, net.         10,7946         251,38         78,000         251,38         78,000         251,38         78,000         251,38         78,000         251,38         78,000         251,38         78,000         251,38         78,000         251,38         78,000         251,38         78,000         251,38         78,000         251,38         78,000         251,38         78,000         251,38         78,000	Other, net		49,959		7,841	
Changes in current assets and current liabilities, net.         107,946         25,338           Net cash flows from operating activities         1,231,267         1,348,060           Cash Flows From Investing Activities         3,590,433         1,965,253           Purchases of marketable investment securities.         1,836,573         1,221,24           Purchases and maturities of marketable investment securities.         1,836,573         1,221,34           Purchases of property and equipment.         (599,740)         (420,18           Change in restricted cash and marketable investment securities.         43,067         (1,53           DSSD North America Transaction, less cash acquired of \$5,230         -         43,067         (1,53           DSSD North America Transaction, less cash acquired of \$5,230         -         (57,842)         (15,84)           Other         (57,842)         (1,52         (1,52         (1,52)         (1,52	Change in noncurrent assets		17,733		27,230	
Net cash flows from operating activities         1,231,267         1,348,06           Cash Flows From Investing Activities:         Verchases of marketable investment securities.         (3,590,433)         (1,96,25           Sales and maturities of marketable investment securities.         1,836,573         1,221,34           Purchases and prepaid funding of derivative financial instruments (Note 2).         (696,000)         7           Purchases of property and equipment.         (593,740)         (420,18)           Change in restricted cash and marketable investment securities.         43,067         (1,53           DBSD North America Transaction, less cash acquired of \$5,230         -         (40,01)           Other.         (57,842)         (15,66           Net cash flows from investing activities.         (3,058,375)         (1,289,46           Cash Flows From Financing Activities.         2,000,000         -           Proceeds from issuance of long-term debt.         2,000,000         -           Proceeds from issuance of restricted debt.         (2,000,000)         -           Release of restricted debt.         (2	Change in long-term deferred revenue, distribution and carriage payments and other long-term liabilities		25,555		(29,170	
Net cash flows from operating activities         1,231,267         1,348,06           Cash Flows From Investing Activities:         Verchases of marketable investment securities.         (3,590,433)         (1,96,25           Sales and maturities of marketable investment securities.         1,836,573         1,221,34           Purchases and prepaid funding of derivative financial instruments (Note 2).         (696,000)         7           Purchases of property and equipment.         (593,740)         (420,18)           Change in restricted cash and marketable investment securities.         43,067         (1,53           DBSD North America Transaction, less cash acquired of \$5,230         -         (40,01)           Other.         (57,842)         (15,66           Net cash flows from investing activities.         (3,058,375)         (1,289,46           Cash Flows From Financing Activities.         2,000,000         -           Proceeds from issuance of long-term debt.         2,000,000         -           Proceeds from issuance of restricted debt.         (2,000,000)         -           Release of restricted debt.         (2	Changes in current assets and current liabilities, net		107,946		251,380	
Purchases of marketable investment securities.         (3,590,433)         (1,996,25         Sales and maturities of marketable investment securities.         1,836,573         1,221,34         1,221,3					1,348,064	
Sales and maturities of marketable investment securities.         1,836,573         1,221,34           Purchases and prepaid funding of derivative financial instruments (Note 2).         (696,000)         -           Purchases of property and equipment.         (593,740)         (402,18           Change in restricted cash and marketable investment securities.         43,067         (1,53           DBSD North America Transaction, less cash acquired of \$5,230         -         (36,04)           Other.         (57,842)         (15,86           Net cash flows from investing activities.         -         (30,058,375)         (1,289,46)           Cash Flows From Financing Activities.         -         2,300,000         1,900,000 </td <td>Cash Flows From Investing Activities:</td> <td></td> <td></td> <td></td> <td></td>	Cash Flows From Investing Activities:					
Purchases and prepaid funding of derivative financial instruments (Note 2)         (696,000)         420,18           Purchases of propeat yan dequipment.         (593,740)         (420,18           Change in restricted cash and marketable investment securities.         43,067         (1,53           DBSD North America Transaction, less cash acquired of \$5,230         -         (40,01           IerreStar Transaction.         (57,842)         (15,868)           Other         (57,842)         (15,868)           Net cash flows from investing activities.         2,300,000         1,900,00           Proceeds from issuance of long-term debt.         2,600,000         -           Proceeds from issuance of restricted debt.         (2,600,000)         -           Proceeds from issuance of restricted debt.         (2,500,000)         -           Funding of restricted debt scrow.         (2,596,750)         -           Release or restricted debt scrow.         (2,596,750)         -           Debt issuance costs.         (11,427)         (9,56           Repayment of long-term debt and capital lesse obligations.         (30,58,37)         (18,94           Net proceeds from Class A common stock options exercised         31,94         49,85           Other         9,965         5,77           Net cash flows from	Purchases of marketable investment securities		(3,590,433)		(1,996,257)	
Purchases and prepaid funding of derivative financial instruments (Note 2)         (696,000)           Purchases of propeaty and equipment         (593,740)         (420,18           Change in restricted cash and marketable investment securities         43,067         (1,53           DBSD North America Transaction, less cash acquired of \$5,230         -         (36,940)           Cherres Star Transaction         (57,842)         (15,866)           Other         (57,842)         (15,866)           Net cash flows from investing activities         2,300,000         1,289,466           Cash Flows From Financing Activities         2,300,000         1,900,000           Proceeds from issuance of long-term debt         2,600,000         0           Redemption of restricted debt.         (2,500,000)         0           Redemption of restricted debt.         (2,500,000)         0           Release or frestricted debt secrow.         (2,596,750)         0           Debt issuance costs.         (11,427)         (9,56           Repayment of long-term debt and capital lesse obligations.         (31,834)           Net proceeds from Class A common stock options exercised and stock issued under the Employee Stock Purchase Plan.         37,071         49,85           Other         6,960         5,77         7           Net c	Sales and maturities of marketable investment securities		1,836,573		1,221,341	
Purchases of property and equipment.         (593,740)         (420,18           Change in restricted cash and marketable investment securities.         43,067         (1,53           DSSD North America Transaction, less cash acquired of 55,230         -         (40,01)           Terrestar Transaction.         (57,842)         (15,86           Other.         (57,842)         (15,86           Net cash flows from investing activities.         -         (2,300,00)         1,900,00           Proceeds from issuance of long-term debt.         2,300,000         2,900,000         -           Redeemption of restricted debt.         (2,500,000)         -           Redeemption of restricted debt.         (2,500,000)         -           Release of restricted debt escrow.         (2,596,750)         -           Release of restricted debt escrow.         (2,596,750)         -           Release of restricted debt escrow.         (2,596,771)         -           Debt issuance costs.         (31,427)         (9,56           Repayment of for jet-erm debt and capital lease obligations.         (37,071)         49,85           Net proceeds from Class A common stock options exercised         37,071         49,85           Other.         9,605         5,77         Net cash flows from financing activities <t< td=""><td>Purchases and prepaid funding of derivative financial instruments (Note 2)</td><td></td><td>(696,000)</td><td></td><td>-</td></t<>	Purchases and prepaid funding of derivative financial instruments (Note 2)		(696,000)		-	
Change in restricted cash and marketable investment securities         43,067         (1,53)           DBSD North America Transaction, less cash acquired of \$5,230         -         (40,001)           ErrerStar Transaction         (57,842)         (15,86)           Other         (57,842)         (12,88)           Net cash flows from investing activities         -         (3,058,375)         (1,289,46)           Cash Flows From Financing Activities         2,300,000         1,900,000         -         1,900,000         -         -         1,900,000         -         -         1,900,000         -         -         1,900,000         -         -         1,900,000         -         -         -         1,900,000         -         -         -         1,900,000         -         -         -         6,000,000         -         -         -         6,000,000         -<	· · · · · ·				(420,185	
DBSD North America Transaction, less cash acquired of 55,230         - (40,01           Terrestar Transaction.         (57,842)         (15,842)         (15,842)         (15,842)         (15,842)         (15,842)         (15,842)         (15,842)         (12,89,462)         (12,89,462)         (12,89,462)         (12,89,462)         (12,89,462)         (12,89,462)         (12,89,462)         (12,89,462)         (12,89,462)         (12,89,462)         (19,00,000)         1,900,000<					•	
Terrestar Transaction.         (5,842)         (15,842)         (15,842)         (15,842)         (15,845)         (12,889,645)         (12,889,645)         (12,889,645)         (12,889,645)         (12,889,645)         (12,889,645)         (12,889,645)         (12,889,645)         (12,889,645)         (12,889,645)         (12,889,645)         (12,889,645)         (12,889,645)         (12,889,645)         (12,889,645)         (12,890,000)         (12,900,000)         (12,900,000)         (12,900,000)         (12,889,645)         (12,896,741)	·					
Other         (57,842)         (15,862) <t< td=""><td></td><td></td><td></td><td></td><td></td></t<>						
Net cash flows from investing activities.         (3,058,375)         (1,289,46)           Cash Flows From Financing Activities:         2,300,000         1,900,000           Proceeds from issuance of long-term debt.         2,300,000         1,900,000           Proceeds from issuance of restricted debt.         (2,600,000)         -           Evending of restricted debt escrow.         (2,596,750)         -           Release of restricted debt escrow.         (2,596,751)         -           Debt issuance costs.         (11,427)         (9,56           Repayment of long-term debt and capital lease obligations.         (20,531)         (18,94           Net proceeds from Class A common stock options exercised         37,071         49,85           Other.         9,605         5,77           Net cash flows from financing activities.         2,314,739         1,927,10           Effect of exchange rates on cash and cash equivalents.         51         87           Net increase (decrease) in cash and cash equivalents.         487,682         1,986,58           Cash and cash equivalents, peginning of period.         3,606,140         609,10           Cash and cash equivalents, end of period.         3,605,140         609,10           Cash and cash equivalents, end of period.         5,409,382         5,259,599      <					• •	
Cash Flows From Financing Activities:           Proceeds from issuance of long-term debt.         2,300,000         1,900,00           Proceeds from issuance of restricted debt.         (2,600,000)         -           Redemption of restricted debt escrow.         (2,596,750)         -           Release of restricted debt escrow.         (2,596,751)         -           Release of restricted debt escrow.         (11,427)         (9,56           Release of restricted debt escrow.         (20,531)         (18,94           Net proceeds from Class A common stock options exercised         (20,531)         (18,94           Net proceeds from Class A common stock options exercised         37,071         49,85           and stock issued under the Employee Stock Purchase Plan.         37,071         49,85           Other.         9,605         5,77           Net cash flows from financing activities         2,314,739         1,927,10           Effect of exchange rates on cash and cash equivalents         51         87           Net increase (decrease) in cash and cash equivalents         487,682         1,986,58           Cash and cash equivalents, beginning of period.         3,606,140         609,10           Cash and cash equivalents, end of period.         3,606,140         609,10           Cash paid for interest		_	· , ,	_		
Proceeds from issuance of long-term debt.         2,300,000         1,900,000           Proceeds from issuance of restricted debt.         2,600,000         -           Redemption of restricted debt.         (2,600,000)         -           Funding of restricted debt escrow.         (2,596,750)         -           Release of restricted debt escrow.         2,596,771         -           Debt issuance costs.         (11,427)         (9,56           Repayment of long-term debt and capital lease obligations.         (20,531)         (18,94           Net proceeds from Class A common stock options exercised         37,071         49,85           Other.         9,605         5,77           Net cash flows from financing activities         3,701         49,85           Cash and cash equivalents from financing activities         2,314,739         1,927,10           Effect of exchange rates on cash and cash equivalents.         5         87           Net increase (decrease) in cash and cash equivalents.         3,606,140         609,10           Cash and cash equivalents, beginning of period.         3,606,140         609,10           Cash and cash equivalents, end of period.         \$405,951         \$268,80           Cash paid for interest (including capitalized interest).         \$405,951         \$268,80	Net cash hows from investing activities	_	(3,030,373)		(1,203,400)	
Proceeds from issuance of restricted debt.         2,600,000         -           Redemption of restricted debt.         (2,600,000)         -           Funding of restricted debt escrow.         (2,596,750)         -           Release of restricted debt escrow.         2,596,771         -           Debt issuance costs.         (11,427)         (9,56           Repayment of long-term debt and capital lease obligations.         (20,531)         (18,94           Net proceeds from Class A common stock options exercised         37,071         49,85           Other.         9,605         5,77           Net cash flows from financing activities         2,314,739         1,927,10           Effect of exchange rates on cash and cash equivalents         51         87           Net increase (decrease) in cash and cash equivalents         487,682         1,986,58           Cash and cash equivalents, beginning of period.         3,606,140         609,10           Cash and cash equivalents, end of period.         \$4,093,822         \$2,595,69           Supplemental Disclosure of Cash Flow Information:         Cash paid for interest (including capitalized interest).         \$405,951         \$268,80           Cash paid for interest (including capitalized interest).         \$9,0427         \$19,38           Cash paid for interest.         \$9,042	Cash Flows From Financing Activities:		• • • • • • • • • • • • • • • • • • • •		1 000 000	
Redemption of restricted debt       (2,600,000)       -         Funding of restricted debt escrow       (2,596,750)       -         Release of restricted debt escrow       2,596,771       -         Debt issuance costs       (11,427)       (9,56         Repayment of long-term debt and capital lease obligations       (20,531)       (18,94         Net proceeds from Class A common stock options exercised       37,071       49,85         and stock issued under the Employee Stock Purchase Plan       37,071       49,85         Other       9,605       5,77         Net cash flows from financing activities       2,314,739       1,927,10         Effect of exchange rates on cash and cash equivalents       51       87         Net increase (decrease) in cash and cash equivalents       487,682       1,986,58         Cash and cash equivalents, beginning of period       3,606,140       609,10         Cash and cash equivalents, end of period       \$4,093,822       \$2,595,69         Supplemental Disclosure of Cash Flow Information:       2       \$4,093,822       \$2,595,69         Supplemental Disclosure of Cash Flow Information:       \$405,951       \$268,80         Cash paid for interest (including capitalized interest)       \$405,951       \$268,80         Cash paid for interest       \$9,042						
Funding of restricted debt escrow					-	
Release of restricted debt escrow       2,596,771       -         Debt issuance costs       (11,427)       (9,56         Repayment of long-term debt and capital lease obligations       (20,531)       (18,94         Net proceeds from Class A common stock options exercised and stock issued under the Employee Stock Purchase Plan       37,071       49,85         Other       9,605       5,77         Net cash flows from financing activities       2,314,739       1,927,10         Effect of exchange rates on cash and cash equivalents       51       87         Net increase (decrease) in cash and cash equivalents       487,682       1,986,58         Cash and cash equivalents, beginning of period       3,606,140       609,10         Cash and cash equivalents, end of period       \$ 4,093,822       \$ 2,595,69         Supplemental Disclosure of Cash Flow Information:       Cash paid for interest (including capitalized interest)       \$ 405,951       \$ 268,80         Capitalized interest       \$ 69,153       \$ 38,64         Cash paid for interest       \$ 90,427       \$ 19,38         Cash paid for income taxes       \$ 115,130       \$ 243,86         Employee benefits paid in Class A common stock       \$ 24,229       \$ 22,28	<u>_</u>				-	
Debt issuance costs.         (11,427)         (9,56           Repayment of long-term debt and capital lease obligations.         (20,531)         (18,94           Net proceeds from Class A common stock options exercised         37,071         49,85           Other.         9,605         5,77           Net cash flows from financing activities         2,314,739         1,927,10           Effect of exchange rates on cash and cash equivalents         51         87           Net increase (decrease) in cash and cash equivalents         487,682         1,986,58           Cash and cash equivalents, beginning of period         3,606,140         609,10           Cash and cash equivalents, end of period         \$ 4,093,822         \$ 2,595,69           Supplemental Disclosure of Cash Flow Information:         \$ 405,951         \$ 268,80           Capitalized interest         \$ 69,153         \$ 38,64           Cash received for interest.         \$ 90,427         \$ 19,38           Cash paid for income taxes.         \$ 115,130         \$ 243,86           Employee benefits paid in Class A common stock         \$ 24,229         \$ 22,28	Funding of restricted debt escrow		(2,596,750)		-	
Repayment of long-term debt and capital lease obligations.       (20,531)       (18,94)         Net proceeds from Class A common stock options exercised and stock issued under the Employee Stock Purchase Plan.       37,071       49,85         Other.       9,605       5,77         Net cash flows from financing activities       2,314,739       1,927,10         Effect of exchange rates on cash and cash equivalents.       51       87         Net increase (decrease) in cash and cash equivalents.       487,682       1,986,58         Cash and cash equivalents, beginning of period.       3,606,140       609,10         Cash and cash equivalents, end of period.       \$ 4,093,822       \$ 2,595,69         Supplemental Disclosure of Cash Flow Information:       \$ 405,951       \$ 268,80         Capitalized interest (including capitalized interest).       \$ 69,153       \$ 38,64         Cash received for interest.       \$ 90,427       \$ 19,38         Cash paid for income taxes.       \$ 115,130       \$ 243,86         Employee benefits paid in Class A common stock.       \$ 24,229       \$ 22,228	Release of restricted debt escrow		2,596,771		-	
Net proceeds from Class A common stock options exercised and stock issued under the Employee Stock Purchase Plan	Debt issuance costs		(11,427)		(9,564	
and stock issued under the Employee Stock Purchase Plan       37,071       49,85         Other       9,605       5,77         Net cash flows from financing activities       2,314,739       1,927,10         Effect of exchange rates on cash and cash equivalents       51       87         Net increase (decrease) in cash and cash equivalents       487,682       1,986,58         Cash and cash equivalents, beginning of period       3,606,140       609,10         Cash and cash equivalents, end of period       \$ 4,093,822       \$ 2,595,69         Supplemental Disclosure of Cash Flow Information:       Cash paid for interest (including capitalized interest)       \$ 405,951       \$ 268,80         Capitalized interest       \$ 69,153       \$ 38,64         Cash received for interest       \$ 90,427       \$ 19,38         Cash paid for income taxes       \$ 115,130       \$ 243,86         Employee benefits paid in Class A common stock       \$ 24,229       \$ 22,28	Repayment of long-term debt and capital lease obligations		(20,531)		(18,949	
Other         9,605         5,77           Net cash flows from financing activities         2,314,739         1,927,10           Effect of exchange rates on cash and cash equivalents         51         87           Net increase (decrease) in cash and cash equivalents         487,682         1,986,58           Cash and cash equivalents, beginning of period         3,606,140         609,10           Cash and cash equivalents, end of period         \$ 4,093,822         \$ 2,595,69           Supplemental Disclosure of Cash Flow Information:         Cash paid for interest (including capitalized interest)         \$ 405,951         \$ 268,80           Capitalized interest         \$ 69,153         \$ 38,64           Cash received for interest         \$ 90,427         \$ 19,38           Cash paid for income taxes         \$ 115,130         \$ 243,86           Employee benefits paid in Class A common stock         \$ 24,229         \$ 22,28	Net proceeds from Class A common stock options exercised					
Net cash flows from financing activities         2,314,739         1,927,10           Effect of exchange rates on cash and cash equivalents         51         87           Net increase (decrease) in cash and cash equivalents         487,682         1,986,58           Cash and cash equivalents, beginning of period         3,606,140         609,10           Cash and cash equivalents, end of period         \$ 4,093,822         \$ 2,595,69           Supplemental Disclosure of Cash Flow Information:         Cash paid for interest (including capitalized interest)         \$ 405,951         \$ 268,80           Capitalized interest         \$ 69,153         \$ 38,64           Cash received for interest         \$ 90,427         \$ 19,38           Cash paid for income taxes         \$ 115,130         \$ 243,86           Employee benefits paid in Class A common stock         \$ 24,229         \$ 22,28	and stock issued under the Employee Stock Purchase Plan		37,071		49,852	
Effect of exchange rates on cash and cash equivalents.  Net increase (decrease) in cash and cash equivalents	Other		9,605		5,770	
Net increase (decrease) in cash and cash equivalents 487,682 1,986,588 Cash and cash equivalents, beginning of period 3,606,140 609,10 Cash and cash equivalents, end of period \$4,093,822 \$2,595,69\$  Supplemental Disclosure of Cash Flow Information:  Cash paid for interest (including capitalized interest) \$405,951 \$268,80 Capitalized interest (including capitalized interest) \$90,427 \$19,38 Cash received for interest. \$90,427 \$19,38 Cash paid for income taxes. \$115,130 \$243,86 Employee benefits paid in Class A common stock \$24,229 \$22,28	Net cash flows from financing activities		2,314,739		1,927,109	
Net increase (decrease) in cash and cash equivalents 487,682 1,986,588 Cash and cash equivalents, beginning of period 3,606,140 609,10 Cash and cash equivalents, end of period \$4,093,822 \$2,595,69\$  Supplemental Disclosure of Cash Flow Information:  Cash paid for interest (including capitalized interest) \$405,951 \$268,80 Capitalized interest (including capitalized interest) \$90,427 \$19,38 Cash received for interest. \$90,427 \$19,38 Cash paid for income taxes. \$115,130 \$243,86 Employee benefits paid in Class A common stock \$24,229 \$22,28	Effect of exchange rates on cash and cash equivalents		51		873	
Cash and cash equivalents, beginning of period. 3,606,140 609,10  Cash and cash equivalents, end of period. \$ 4,093,822 \$ 2,595,69  Supplemental Disclosure of Cash Flow Information:  Cash paid for interest (including capitalized interest). \$ 405,951 \$ 268,80  Capitalized interest. \$ 69,153 \$ 38,64  Cash received for interest. \$ 90,427 \$ 19,38  Cash paid for income taxes. \$ 115,130 \$ 243,86  Employee benefits paid in Class A common stock. \$ 24,229 \$ 22,28	· · · · · · · · · · · · · · · · · · ·					
Cash and cash equivalents, end of period. \$ 4,093,822 \$ 2,595,69  Supplemental Disclosure of Cash Flow Information:  Cash paid for interest (including capitalized interest) \$ 405,951 \$ 268,80  Capitalized interest. \$ 69,153 \$ 38,64  Cash received for interest. \$ 90,427 \$ 19,38  Cash paid for income taxes. \$ 115,130 \$ 243,86  Employee benefits paid in Class A common stock \$ 24,229 \$ 22,28	Net increase (decrease) in cash and cash equivalents		•		1,986,586	
Supplemental Disclosure of Cash Flow Information:  Cash paid for interest (including capitalized interest) \$ 405,951 \$ 268,80  Capitalized interest. \$ 69,153 \$ 38,64  Cash received for interest. \$ 90,427 \$ 19,38  Cash paid for income taxes. \$ 115,130 \$ 243,86  Employee benefits paid in Class A common stock \$ 24,229 \$ 22,28	1 , 5 5 1			_	609,108	
Cash paid for interest (including capitalized interest)       \$ 405,951       \$ 268,80         Capitalized interest       \$ 69,153       \$ 38,64         Cash received for interest       \$ 90,427       \$ 19,38         Cash paid for income taxes       \$ 115,130       \$ 243,86         Employee benefits paid in Class A common stock       \$ 24,229       \$ 22,28	Cash and cash equivalents, end of period	\$	4,093,822	\$	2,595,694	
Capitalized interest       \$ 69,153       \$ 38,64         Cash received for interest       \$ 90,427       \$ 19,38         Cash paid for income taxes       \$ 115,130       \$ 243,86         Employee benefits paid in Class A common stock       \$ 24,229       \$ 22,28	Supplemental Disclosure of Cash Flow Information:					
Cash received for interest         \$ 90,427         \$ 19,38           Cash paid for income taxes         \$ 115,130         \$ 243,86           Employee benefits paid in Class A common stock.         \$ 24,229         \$ 22,28	Cash paid for interest (including capitalized interest)	\$	405,951	\$	268,800	
Cash paid for income taxes	Capitalized interest	\$	69,153	\$	38,643	
Employee benefits paid in Class A common stock	Cash received for interest		90,427	\$	19,383	
Employee benefits paid in Class A common stock	Cash paid for income taxes	\$	115,130	\$	243,861	
	·	_				
Transfer of regulatory authorization from echostar		_		_	22,200	
	Transier of regulatory authorization from ethiostar	\$	23,148	\$	-	

## RESULTS OF OPERATIONS 2Q13 VS. 2Q12 (In thousands) (Unaudited)

F	or the	Thre	e Mo	nths
	Enc	led Ju	ne 30	

		For the Three Months								
		Ended J	une	30,	_	e				
Statements of Operations Data		2013		2012		Amount	%			
Revenue:										
Subscriber-related revenue	\$	3,456,536	\$	3,295,831	\$	160,705	4.9			
Equipment and merchandise sales, rental and other revenue		140,611		270,257		(129,646)	(48.0)			
Equipment sales, services and other revenue - EchoStar	·····	8,986		5,678		3,308	58.3			
Total revenue		3,606,133		3,571,766		34,367	1.0			
Costs and Expenses:										
Subscriber-related expenses		1,924,020		1,823,665		100,355	5.5			
% of Subscriber-related revenue		55.7%		55.3%						
Satellite and transmission expenses - EchoStar		125,706		107,082		18,624	17.4			
% of Subscriber-related revenue		3.6%		3.2%						
Satellite and transmission expenses - Other		10,190		9,178		1,012	11.0			
% of Subscriber-related revenue		0.3%		0.3%						
Cost of sales - equipment, merchandise, services, rental and other		76,783		130,061		(53,278)	(41.0			
Subscriber acquisition costs		434,536		406,642		27,894	6.9			
General and administrative expenses		276,176		327,667		(51,491)	(15.7)			
% of Total revenue		7.7%		9.2%		(32) (32)	(13.7)			
Depreciation and amortization		300,474		299,119		1,355	0.5			
Impairment of long-lived assets		437,575		233,113		437,575	*			
Total costs and expenses		3,585,460		3,103,414	_	482,046	15.5			
Total costs and expenses		3,363,400		3,103,414	_	462,040	13.3			
Onevation income (less)		20.672		400 252		(447.670)	/OF C			
Operating income (loss)	·····	20,673		468,352	_	(447,679)	(95.6)			
Other Income (Europea)										
Other Income (Expense):		42.042		20.204		22.620	*			
Interest income		43,843		20,204		23,639				
Interest expense, net of amounts capitalized		(214,870)		(109,301)		(105,569)	(96.6			
Other, net		97,241	_	(7,448)	_	104,689	*			
Total other income (expense)		(73,786)		(96,545)	_	22,759	23.6			
Income (loss) before income taxes		(53,113)		371,807		(424,920)	*			
Income tax (provision) benefit, net		38,039		(146,211)		184,250	*			
Effective tax rate		71.6%		39.3%		10 1,200				
Net income (loss)		(15,074)		225,596		(240,670)	*			
Less: Net income (loss) attributable to noncontrolling interest		(4,022)		(136)		(3,886)	*			
Net income (loss) attributable to DISH Network					<u> </u>		*			
	\$	(11,052)	\$	225,732	ڔ					
Other Data:	\$	(11,052)	\$	225,/32	٦					
Pay-TV subscribers, as of period end (in millions)	<u> </u>		\$		<u> </u>					
	<u>*</u>	14.014	\$	14.061	<del>,</del>	(0.047)				
,			\$		<u>, , </u>	(0.047) (0.041)				
, , ,		14.014	\$	14.061	<u> </u>	, ,				
Pay-TV subscriber additions, net (in millions)		14.014 0.624	\$	14.061 0.665	<u> </u>	(0.041)	(6.2) *			
Pay-TV subscriber additions, net (in millions)	\$	14.014 0.624 (0.078)	\$	14.061 0.665 (0.010)	\$	(0.041) (0.068)	(6.2) * 4.4			
Pay-TV subscriber additions, net (in millions)	\$	14.014 0.624 (0.078) 1.67%		14.061 0.665 (0.010) 1.60%		(0.041) (0.068) 0.07%	(0.3) (6.2) * 4.4 10.3 4.3			
Pay-TV subscriber additions, net (in millions)	\$ \$	14.014 0.624 (0.078) 1.67% 882	\$	14.061 0.665 (0.010) 1.60% 800	\$	(0.041) (0.068) 0.07% 82	(6.2) * 4.4 10.3			
Pay-TV subscriber additions, net (in millions)	    \$	14.014 0.624 (0.078) 1.67% 882 80.90	\$	14.061 0.665 (0.010) 1.60% 800 77.59	\$	(0.041) (0.068) 0.07% 82 3.31	(6.2) * 4.4 10.3			
Pay-TV subscriber additions, gross (in millions)	   \$	14.014 0.624 (0.078) 1.67% 882 80.90 0.310	\$	14.061 0.665 (0.010) 1.60% 800 77.59 0.122	\$	(0.041) (0.068) 0.07% 82 3.31 0.188	(6.2) * 4.4 10.3 4.3 *			

<sup>\*</sup>Percentage is not meaningful.

### CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements contained herein may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of DISH Network Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. More information about such risks, uncertainties and other factors is

set forth in DISH Network Corporation's Disclosure Regarding Forward-Looking Statements included in its recent filings with the Securities and Exchange Commission, including its annual report on Form 10-K for the year ended December 31, 2012, and its quarterly reports on Form 10-Q for the quarterly periods ended March 31, 2013, and June 30, 2013. The forward-looking statements speak only as of the date made, and DISH Network Corporation expressly disclaims any obligation to update these forward-looking statements.