

EXHIBIT 3

FCC000000139

FOR PUBLIC INSPECTION

KIRKLAND & ELLIS
PARTNERSHIPS INCLUDING PROFESSIONAL CORPORATIONS

777 South Figueroa Street
Los Angeles, California 90017

213 680-8400

Facsimile:
213 680-8500

Christopher J. Heck
To Call Writer Directly:
(213) 680-8494
christopher_heck@la.kirkland.com

September 21, 2000

FACSIMILE AND U.S. MAIL

Ross W. Wooten, Esq.
T. Wade Welch & Associates
2401 Fountainview, Suite 215
Houston, Texas 77057

Re: EchoStar Communications Corp., et al. v. DirecTV Enterprises, Inc., et al.
Case Number 00-K-212 (D. Colo.)

Dear Mr. Wooten:

This letter follows up on the phone call I made to you on Tuesday, September 19, 2000, which you have not returned.

We have received EchoStar's responses to DirecTV's First Set of Requests for Admission. We note that, although the Proof of Service states that the Requests were sent by mail on September 8, 2000, and are accompanied by a letter from you dated September 8, 2000, neither this office nor Featherstone DeSisto received these responses until September 15, 2000. Thomson's counsel didn't receive its copy of the responses until September 18, 2000.

In any case, EchoStar's responses to the first two requests for admission are deficient. Request for Admission Number One asks EchoStar to admit that Charlie Ergen was accurately quoted in the reference to the Denver Post article. The mere fact that the event being reported occurred approximately three years prior to the date of these requests does not justify EchoStar's failure to respond. Did anyone ask Mr. Ergen if he was quoted correctly? Rule 36 would seem to require that, at the very least, as part of the reasonable inquiry EchoStar must make before

Chicago

London

New York

Washington D.C.

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FOR PUBLIC INSPECTION

KIRKLAND & ELLIS

Ross W. Wooten, Esq.
September 21, 2000
Page 2

stating that it can neither admit nor deny a request to admit. Your response reveals no such inquiry.

EchoStar gives an evasive non-response to Request for Admission Number Two, which straightforwardly asks EchoStar to admit that it competes with cable for subscribers. EchoStar responds that it does "compete directly with cable for satellite subscribers." This response does not fairly meet the substance of the request. DirecTV asked whether or not EchoStar competes with cable for subscribers, regardless of whether the subscriber in question currently subscribes to cable or to satellite TV service. Moreover, EchoStar's objection that this request is somehow "vague and ambiguous" is not plausible. After all, Requests for Admission Three, Four, Five and Six are stated in exactly the same form as this Request for Admission, Number Two, yet, curiously, there was no "vague and ambiguous" objection to these.

Please advise me by no later than the close of business on Monday, September 25, 2000, as to whether you will supplement these responses by doing the reasonable inquiry required in response to Request for Admission Number One and by straightforwardly admitting or denying Request for Admission Number Two as it is stated. If I do not hear from you by then, DirecTV will file a motion to compel further responses before the Magistrate.

If you have any questions, please do not hesitate to call.

Very truly yours,



Christopher J. Heck

CJH:lrc

FCC000000141

09/21/00 THU 14:52 FAX 1 213 680 8500

KIRKLAND & ELLIS

001

*** TX REPORT ***

TRANSMISSION OK

TX/RX NO	4497
CONNECTION TEL	91#0062#17130524904#
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CONNECTION ID	WELCH AND ASSOC
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PGS.	3
RESULT	OK

KIRKLAND & ELLIS

Fax Transmittal

777 South Figueroa Street
Los Angeles, CA 90017
Phone: (213) 680-8400
Fax: (213) 680-8500

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(213) 680-8400.

To:	Ross W. Wooten, Esq.	From:	Christopher J. Heck
Company:	T. Wade Welch & Associates	Fax #:	213-680-8500
Fax #:	(713) 952-4984	Direct #:	(213) 680-8494
Direct #:	(713) 952-4334	Date:	September 21, 2000
Pages:	3 (including this cover sheet)		

Message:

FCC000000142

EXHIBIT 4

FCC000000143

FOR PUBLIC INSPECTION

T WADE WELCH & ASSOCIATES
ATTORNEYS AT LAW
2401 FOUNTAINVIEW, SUITE 215
HOUSTON, TEXAS 77057
(713) 952-4334
FAX (713) 952-4994

ROSS W. WOOTEN

September 14, 2000

VIA FACSIMILE & U.S. MAIL

John A. DeSisto, Esq.
Featherstone DeSisto, LLP
600 17th Street, Suite 2400
Denver, CO 80202

RE: Case No. 00-K-212; EchoStar Communications Corp., et al. v. DirectTV, et al.,
United States District Court, District of Colorado.

Dear Mr. DeSisto:

Enclosed please find "Plaintiffs' First Amended Responses to DirecTV's and Hughes' First Set of Requests for Admissions".

If you have any questions, please do not hesitate to contact me.

Sincerely


Rafe Poirrier
Assistant to Ross W. Wooten

/rpp

Enclosure

cc:

Bruce Featherstone
Jeffrey S. Davidson
Alexander F. MacKinnon
J. Thomas Rosch

Daniel Wall
Gregory J. Kerwin
James R. Loftis, III

FCC000000144

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO

Civil Action No. 00-K-212

ECHOSTAR COMMUNICATIONS CORPORATION, et. al.,

Plaintiffs,

v.

DIRECTV Enterprises, Inc., et. al.,

Defendants.

**PLAINTIFFS' FIRST AMENDED RESPONSES TO DIRECTV'S AND HUGHES'
FIRST SET OF REQUESTS FOR ADMISSIONS**

In accordance with Rule 36 of the Federal Rules of Civil Procedure, Plaintiffs EchoStar Satellite Corporation ("ESC"), EchoStar Communications Corporation ("ECC"), and EchoStar Technology Corporation ("ETC") hereby serve their amended responses to Defendants DIRECTV, Inc., DIRECTV Enterprises, Inc., DIRECTV Merchandising, Inc., DIRECTV Operations, Inc., and Hughes' (collectively "DIRECTV") First Set of Requests for Admissions (the "Requests").

Plaintiffs restate their objections to DIRECTV's Requests as stated in Plaintiffs' original responses, and specifically incorporate those objections as if fully stated herein. Plaintiffs do not intend to alter their original responses to DIRECTV's First Set of Requests for Admissions, except as amended below.

¹ Plaintiffs named "Hughes Network Systems" in their Complaint. DIRECTV responded that there is no such legal entity and that "Hughes Electronics Corporation" is the proper party.

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FIRST AMENDED RESPONSES TO FIRST SET OF REQUESTS FOR ADMISSIONS

1. Admit that Charlie Ergen stated the following on or about October 5, 1997: "You can't back down when the cable bully starts demanding your lunch money," as quoted in the attached Denver Post article. (Exhibit A)

Amended Answer:

After conducting a reasonable investigation, Plaintiffs cannot verify that Mr. Charles Ergen made the statement that is attributed to him in the October 5, 1997 Denver Post Article, and so therefore Plaintiffs deny this request for admission.

2. Admit that EchoStar competes with cable for subscribers.

Amended Answer:

Plaintiffs object that this request for admission is vague, ambiguous, and contains insufficient information, such that any response given by Plaintiffs may be misleading in light of the objectionable request. Subject to the aforementioned objection, Plaintiffs respond as follows.

Plaintiffs cannot fairly respond to this request as it involves a question of fact and/or a mixed question of fact and law, which is for the Court and/or jury to decide. Whether or not Plaintiffs compete with "cable" depends on how the Court and/or jury determine the relevant product and geographical market, and can also depend on a variety of other factors, such as location, offerings, etc. There is not enough information in this request which would allow Plaintiffs to admit or deny, and so Plaintiffs deny this request for admission.

3. Admit that EchoStar competes with C-Band satellite for subscribers.

Amended Answer:

Plaintiffs object that this request for admission is vague, ambiguous, and contains insufficient information, such that any response given by Plaintiffs may be misleading in light of the objectionable request. Subject to the aforementioned objection, Plaintiffs deny this request for admission.

4. Admit that EchoStar competes with Multichannel Multipoint Distribution Service for subscribers.

Amended Answer:

Plaintiffs object that this request for admission is vague, ambiguous, and contains insufficient information, such that any response given by Plaintiffs may be misleading in light of the objectionable request. Subject to the aforementioned objection, Plaintiffs deny this request for admission.

5. Admit that EchoStar competes with Satellite Master Antenna TV for subscribers.

Amended Answer:

Plaintiffs object that this request for admission is vague, ambiguous, and contains insufficient information, such that any response given by Plaintiffs may be misleading in light of the objectionable request. Subject to the aforementioned objection, Plaintiffs deny this request for admission.

Submitted this 4 day of October 2000.

T. WADE WELCH & ASSOCIATES



T. Wade Welch
2401 Fountainview, Suite 215
Houston, Texas 77057
(713) 952-4334
(713) 952-4994 (fax)

SQUIRES, SANDERS & DEMPSEY L.L.P.

Mark A. Nadeau
40 North Central Avenue, Suite 2700
Phoenix, Arizona 85004
(602) 528-4000
(602) 253-8129 (fax)

ATTORNEYS FOR PLAINTIFFS

Plaintiffs' Address:
David K. Moskowitz, Esq.
General Counsel and Vice President
EchoStar Communications Corporation
EchoStar Satellite Corporation
EchoStar Technologies Corporation
5701 S. Santa Fe
Littleton, Colorado 80120

CERTIFICATE OF SERVICE

I hereby certify that on this the 4th day of October, 2000, a true and correct copy of the foregoing has been forwarded via U.S. Mail to the following attorney(s) of record, in accordance with the Federal Rules of Civil Procedure:

Bruce A. Featherstone, Esq.
John A. Desisto, Esq.
Featherstone Desisto LLP
600 17th Street, Suite 2400
Denver, Colorado 80202

Jeffrey S. Davidson
Alexander F. MacKinnon
Kirkland & Ellis
777 South Figueroa
Los Angeles, California 90017

J. Thomas Rosch
Daniel Wall
Latham & Watkins
505 Montgomery Street, Suite 1900
San Francisco, California 94111-2562

Attorneys for DIRECTV and HUGHES

Gregory J. Kerwin, Esq.
Gibson, Dunn & Crutcher LLP
1801 California Street, Suite 4200
Denver, Colorado 80202-2641

James R. Loftis, III
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036

Attorneys for Thomson Consumer Electronics

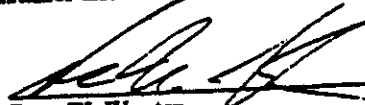

Ross W. Wooten

EXHIBIT 5

FCC000000150

FOR PUBLIC INSPECTION



T. WADE WELCH & ASSOCIATES

ATTORNEYS AT LAW
2401 FOUNTAINVIEW, SUITE 218
HOUSTON, TEXAS 77057
(713) 952-4334
FAX (713) 952-4994

FACSIMILE TRANSMITTAL COVER SHEET

467

DATE: October 5, 2000

THE FOLLOWING TRANSMITTAL IS ADDRESSED TO:

TO	Company	Fax Number
John A. Dearisto	Featherstone Dearisto LLP	303-626-7101
Eric C. Liebier	Kirkland & Ellis	213-680-8500

THE TRANSMITTAL IS BEING SENT FROM:

NAME: Ross W. Wooten

RE: Echostar v. DirecTV, et al.

TOTAL NUMBER OF PAGES (INCLUDING COVER SHEET): 7

Message:

IF YOU DO NOT RECEIVE ALL THE PAGES OR IF ANY ARE UNCLEAR, PLEASE NOTIFY THE OFFICE AS SOON AS POSSIBLE AT (713) 952-4334.

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FCC00000151

T. WADE WELCH & ASSOCIATES

ATTORNEYS AT LAW
2401 FOUNTAINVIEW, SUITE 215
HOUSTON, TEXAS 77057
(713) 952-6334
FAX (713) 952-4994

ROSS W. WOOTEN

October 5, 2000

VIA U.S. MAIL

John A. Desisto, Esq.
Featherstone Desisto LLP
600 17th Street, Suite 2400
Denver, Colorado 80202

Eric C. Liebler, Esq.
Kirkland & Ellis
777 South Figueroa
Los Angeles, California 90017

Gregory J. Kerwin, Esq.
Gibson, Dunn & Crutcher LLP
1801 California Street, Suite 4200
Denver, Colorado 80202-2641

James R. Loftis, III, Esq.
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036

RE: Case No. 00-K-212 EchoStar Communications Corp., et al. v. DirectTV, et al.

Dear Counsel:

By serving their discovery responses on October 4, 2000, Plaintiffs did not intend to replace or alter their original Responses to DIRECTV's First Set of Requests for Admissions in any way. Therefore, the October 4 responses should have been labeled as supplemental responses rather than amended responses. I have enclosed a corrected copy.

If you have any questions, please do not hesitate to call.

Sincerely,


Ross W. Wooten

Enclosure

FCC000000152

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO

Civil Action No. 00-K-212

ECHOSTAR COMMUNICATIONS CORPORATION, et al.,

Plaintiffs,

v.

DIRECTV ENTERPRISES, INC., et al.,

Defendants.

**PLAINTIFFS' FIRST SUPPLEMENTAL RESPONSES TO DIRECTV'S AND HUGHES'
FIRST SET OF REQUESTS FOR ADMISSIONS**

In accordance with Rule 36 of the Federal Rules of Civil Procedure, Plaintiffs EchoStar Satellite Corporation ("ESC"), EchoStar Communications Corporation ("ECC"), and EchoStar Technology Corporation ("ETC") hereby serve their supplemental responses to Defendants DIRECTV, Inc., DIRECTV Enterprises, Inc., DIRECTV Merchandising, Inc., DIRECTV Operations, Inc., and Hughes¹ (collectively "DIRECTV") First Set of Requests for Admissions (the "Requests").

Plaintiffs restate their objections to DIRECTV's Requests as stated in Plaintiffs' original responses, and specifically incorporate those objections as if fully stated herein. Plaintiffs do not intend to alter their original responses to DIRECTV's First Set of Requests for Admissions, except as supplemented below.

¹ Plaintiffs named "Hughes Network Systems" in their Complaint. DIRECTV responded that there is no such legal entity and that "Hughes Electronics Corporation" is the proper party.

FCC000000153

**FIRST SUPPLEMENTAL RESPONSES
TO FIRST SET OF REQUESTS FOR ADMISSIONS**

1. Admit that Charlie Ergen stated the following on or about October 5, 1997: "You can't back down when the cable bully starts demanding your lunch money," as quoted in the attached Denver Post article. (Exhibit A)

Supplemental Answer:

After conducting a reasonable investigation, Plaintiffs cannot verify that Mr. Charles Ergen made the statement that is attributed to him in the October 5, 1997 Denver Post Article, and so therefore Plaintiffs deny this request for admission.

2. Admit that EchoStar competes with cable for subscribers.

Supplemental Answer:

Plaintiffs object that this request for admission is vague, ambiguous, and contains insufficient information, such that any response given by Plaintiffs may be misleading in light of the objectionable request. Subject to the aforementioned objection, Plaintiffs respond as follows.

Plaintiffs cannot fairly respond to this request as it involves a question of fact and/or a mixed question of fact and law, which is for the Court and/or jury to decide. Whether or not Plaintiffs compete with "cable" depends on how the Court and/or jury determines the relevant product and geographical market, and can also depend on a variety of other factors, such as location, offerings, etc. There is not enough information in this request which would allow Plaintiffs to admit or deny, and so Plaintiffs deny this request for admission.

3. Admit that EchoStar competes with C-Band satellite for subscribers.

Supplemental Answer:

Plaintiffs object that this request for admission is vague, ambiguous, and contains insufficient information, such that any response given by Plaintiffs may be misleading in light of the objectionable request. Subject to the aforementioned objection, Plaintiffs deny this request for admission.

4. Admit that EchoStar competes with Multichannel Multipoint Distribution Service for subscribers.

Supplemental Answer:

Plaintiffs object that this request for admission is vague, ambiguous, and contains insufficient information, such that any response given by Plaintiffs may be misleading in light of the objectionable request. Subject to the aforementioned objection, Plaintiffs deny this request for admission.

5. Admit that EchoStar competes with Satellite Master Antenna TV for subscribers.

Supplemental Answer:

Plaintiffs object that this request for admission is vague, ambiguous, and contains insufficient information, such that any response given by Plaintiffs may be misleading in light of the objectionable request. Subject to the aforementioned objection, Plaintiffs deny this request for admission.

Submitted this 5th day of October 2000.

T. WADE WELCH & ASSOCIATES



T. Wade Welch
2401 Fountainview, Suite 215
Houston, Texas 77057
(713) 952-4334
(713) 952-4994 (fax)

SQUIRES, SANDERS & DEMPSEY L.L.P.

Mark A. Nadam
40 North Central Avenue, Suite 2700
Phoenix, Arizona 85004
(602) 528-4000
(602) 253-8129 (fax)

ATTORNEYS FOR PLAINTIFFS

Plaintiffs' Address:
David K. Moskowitz, Esq.
General Counsel and Vice President
EchoStar Communications Corporation
EchoStar Satellite Corporation
EchoStar Technologies Corporation
5701 S. Santa Fe
Littleton, Colorado 80120

FCC000000156

CERTIFICATE OF SERVICE

I hereby certify that on this the 5th day of October, 2000, a true and correct copy of the foregoing has been forwarded via U.S. Mail to the following attorney(s) of record, in accordance with the Federal Rules of Civil Procedure:

Bruce A. Featherstone, Esq.
John A. Desisto, Esq.
Featherstone Desisto LLP
600 17th Street, Suite 2400
Denver, Colorado 80202

Jeffrey S. Davidson
Alexander F. MacKinnon
Kirkland & Ellis
777 South Figueroa
Los Angeles, California 90017

J. Thomas Rosch
Daniel Wall
Latham & Watkins
505 Montgomery Street, Suite 1900
San Francisco, California 94111-2562

Attorneys for DIRECTV and HUGHES

Gregory J. Karwin, Esq.
Gibson, Dunn & Crutcher LLP
1801 California Street, Suite 4200
Denver, Colorado 80202-2641

James R. Loftis, III
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036

Attorneys for Thomson Consumer Electronics



Ross W. Wooten

EXHIBIT 6

FCC000000158

FOR PUBLIC INSPECTION

KIRKLAND & ELLIS
PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

777 South Figueroa Street
Los Angeles, California 90017

213 680-8400

Eric C. Liebler
To Call Writer Directly:
(213) 680-8484

Facsimile:
213 680-8600

October 5, 2000

Via Facsimile & U.S. Mail

T. Wade Welch, Esq.
T. Wade Welch & Associates
2401 Fountainview, Suite 215
Houston, TX 77057

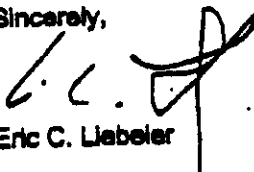
Re: EchoStar v. DIRECTV, No. 00-K-212
and related counterclaims

Dear Wade:

This letter confirms that we have met and conferred on EchoStar's amended responses to DIRECTV's first set of requests for admission. After our discussion, you indicated that EchoStar would stand on EchoStar's current responses.

I indicated that we would move to determine the sufficiency of your objections and answer on request number two.

Sincerely,



Eric C. Liebler

ECL:cmp

Chicago

London

New York

Washington D.C.

FCC00000159

EXHIBIT 7

FCC000000160

FOR PUBLIC INSPECTION

T. WADE WELCH & ASSOCIATES

**ATTORNEYS AT LAW
2401 FOUNTAINVIEW, SUITE 215
HOUSTON, TEXAS 77057
(713) 952-4334
FAX (713) 952-4994**

T. WADE WELCH

October 5, 2000

VIA U.S. MAIL AND FACSIMILE

Eric Liebeler, Esq.
Kirkland & Ellis
777 South Figueroa Street
Los Angeles, California 90017

RE: Case No. 00-WY-212-CB; EchoStar Communications Corp., et al. v. DirectTV, et al., United States District Court, District of Colorado.

Dear Eric:

I am in receipt of your October 5, 2000 letter regarding EchoStar's responses to your Requests for Admissions. To clarify the matter, I stated that as the request is currently framed it is objectionable. As we stated, it is vague, ambiguous, and over broad. Primarily because it does not identify a relevant product or geographic market. If you would like to re-word the request to make it more specific and include information necessary to make it a meaningful request, we will be happy to provide a response. Please accurately reflect our position in your certificate of conference.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


T. Wade Welch

cc: John A. DeSisto, Esq.

FCC000000161

KIRKLAND & ELLIS*Fax Transmittal*

777 South Figueroa Street
Los Angeles, CA 90017
Phone: (213) 680-8400
Fax: (213) 680-8500

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(213) 680-8400.


To:	T. Wade Welch, Esq.	From:	Eric C. Liebler
Company:	T. Wade Welch & Associates	Fax #:	(213)680-8500
Fax #:	(713) 962-4004	Direct #:	(213) 680-8484
Direct #:	(713) 962-4334	Date:	October 6, 2000
Pages:	2 (including this cover sheet)		

Message:


FCC000000162

EXHIBIT 8


FCC000000163

 Yvonne Cordova
10/03/2000 03:52 PM


To: Nancy Perkins/Los Angeles/Kirkland-Ellis@K&E
cc:

Subject: Re: 

No prob, thx!
Nancy Perkins

 Nancy Perkins
10/03/2000 03:29 PM

To: Yvonne Cordova/Los Angeles/Kirkland-Ellis@K&E
cc:

Subject: Re: 

I'll look at it when I get a minute, although Marcie and you will know who the player's are better than I will.

After distribtuion, please forward copies of everything directly to me for the files. No distribution will take place after I receive the documents. Thanks.

Yvonne Cordova

 Yvonne Cordova
10/03/2000 01:23 PM

To: Nancy Perkins/Los Angeles/Kirkland-Ellis@K&E
cc:

Subject:

I'm attaching a plyrs lst Marcie and I put together, will you please look it over and let me know if I left anyone out.
Also, should I forward file copies to you, if not will you pls. let me know who your file clerk is for Bischoff.
Thx!


DIRECTV-bischoff.PLAYERS LIST:

FCC000000164

FOR PUBLIC INSPECTION

PLAYERS' LIST
BISCHOFF v. DIRECTV
Matter No. 36291-74

Revised: September 22, 2000

COURT INFORMATION	
United States District Court Central District of California 312 North Spring Street Los Angeles, CA 90012 Case No. 00-09541TJH(RNBx)	Chief Judge Terry J. Hatter, Jr. Court Chambers Judge's Chambers Phone: (213) 894-5746 Fax: (213) Clerk: Florence Kato(213) 894-5276
CLIENT INFORMATION	

FCC000000165

DIRECTV, INC.

2230 E. Imperial Highway
El Segundo, California 90245
(310) 535-5000 - Phone

Colleen Spidell

Phone: (310) 964-4950

Fax: (310) 964-4883

E-Mail: cmspidell@directv.com

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AND DIRECT IT ALSO TO ROOM 10062]**

Christopher A. Murphy, Assistant General Counsel
Direct: (310) 726-4849
Fax: (310) 964-4883
E-mail: camurphy@directv.com
Secretary: Ruby Direct: (310) 726-4747

Robert M. Hall, Senior Vice President, Business
Affairs and General Counsel
Direct: (310) 964-4522
Fax: (310) 964-4991
Alternate Fax: (310) 726-4991
E-mail: rmhall@directv.com
Secretary: Debbie Griffin Direct: (310)
535-5132

Robin Rogers, Vice President, Assistant General
Counsel, Business Affairs
Direct: (310) 726-4583
Fax: (310) 726-4484
E-mail: rmrogers@directv.com
Secretary: Carolyn Hull Direct: (310)
535-5451

April Ammeter Direct: (310) 964-5242
E-mail: alammeter@directv.com
Secretary: Carolyn Hull Direct: (310)
535-5451

Steve Cox E-mail: sjcox@directv.com
Secretary: Alice Wong Direct: (310)
535-5104

Paralegal: Marjorie Hayes (310)
964-4080

FCC000000166

CLIENT INFORMATION (Continued)

HUGHES ELECTRONICS CORPORATION M/S ES/001/A103 200 North Sepulveda Boulevard P.O. Box 956 El Segundo, California 90245-0956 (310) 364-8000 - Phone (310) 322-1862 - Fax	Marcy J. K. Tiffany, Vice President and General Counsel (310) 662-9985 E-mail: marcy.tiffany@hughes.com Secretary: Lee (310) 662-9962
--	--

PLAINTIFF INFORMATION

Randall J. Sunshine (SBN: 137363) Gary J. Gorham (SBN: 171061) LINER YANKELEVITZ SUNSHINE & REGENSTREIF LLP 3130 Wilshire Boulevard, Second Floor Santa Monica, CA 90403-2300 (310) 453-5900 - Phone (310) 453-5901 - Fax	
--	--

DEFENDANT INFORMATION

KIRKLAND & ELLIS 777 South Figueroa Street 37 th Floor Los Angeles, California 90017 (213) 680-8400 - Phone (213) 680-8500 - Fax	Jeff Davidson (213) 680-8422 E-mail: jeffrey_davidson@la.kirkland.com Martin Boles (213) 680-8428 E-mail: martin_boles@la.kirkland.com Melissa Ingalls (213) 680-8552 E-mail: melissa_ingalls@la.kirkland.com Marcie Gardner (213) 680-8469 E-mail: marcie_gardner@la.kirkland.com Nancy Perkins, Legal Asst. (213) 680-8491 E-mail: nancy_perkins@la.kirkland.com Secretary: Faith Schwartz (213) 680-8664 E-mail: faith_schwartz@la.kirkland.com Jazmin Padilla, Case Asst. (213) 680-8665 E-mail: jazmin_padilla@la.kirkland.com
---	---

FCC000000167

DEFENDANT INFORMATION (CONTINUED)

TCE:

Wray Hiser, Assoc. Gen. Counsel
Thomson Consumer Electronics, Inc.
10330 North Meridian Street
Indianapolis, IN 46290
Telephone: (317) 587-3910
Fax: (317) 587-6727
Email: hiserw@tce.com

Steven Sletten
Daniel Floyd
Gibson Dunn & Crutcher, LLP
333 South Grand Avenue
Los Angeles, CA 90071-3197
Telephone: (213) 229-7505
Fax: (213) 229-6505
Email: ssletten@qdcclaw.com
Email: dfloyd@qdcclaw.com

Jim Loftis, III
Gibson Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036
Telephone: (202) 955-8581
Fax: (202) 530-9583
Email: jloftis@qdcclaw.com

Best Buy:

Tom Harris
7275 Flying Cloud Drive
Eden Prairie, MN 55344
Telephone: (612) 995-4491
Fax: (612) 995-4498
Email: tom.harris@bestbuy.com

Elliott S. Kaplan
Robins, Kaplan, Miller & Ciresi
2800 LaSalle Plaza
Minneapolis, MN 55402-2015
Telephone: (612) 349-8500
Direct Dial: (612) 349-8280
Fax: (612) 349-0936
Email: eskaplan.rkmc.com

FCC000000168

Circuit City:

Frank Telegadas, Assist. Gen. Cnsl.
Circuit City Legal Dept.
DRI, 5th Floor
9950 Mayland Drive
Richmond, VA 23233-1464
Telephone: (804) 527-4895
Fax: (804) 418-8248
Email:

Howard Feller
McGuire Woods Battle & Boothe LLP
One James Center
901 East Cary Street
Richmond, VA 23219-4393
Telephone: (804) 775-1000
Direct Dial: (804) 775-4393
Fax: (804) 775-1061
Email: hfeller@mcguirewoods.com

Radio Shack/Tandy:

Karen Tillman
Creig Anderson
Tandy Corporation
1800 One Tandy Center
Fort Worth, TX 76102
Telephone: (817) 415-3767
Fax: (817) 415-6593
karen.tillman@RadioShack.com

FCC000000169

MISCELLANEOUS

FCC000000170

FOR PUBLIC INSPECTION

HUGHES NETWORK SYSTEMS, A DIVISION OF HUGHES ELECTRONICS CORP.

Hughes Network Systems, A Division of
Hughes Electronics Corp.
11717 Exploration Lane
Germantown, Maryland 20876

In-House Counsel:

Phil O'Brien Direct: (301) 548-6870
Fax: (301) 428-1868
E-mail: pobrien@hns.com

Paul Gaske (301) 548-6860
E-mail:

Secy: Monica Miller (301) 548-7894

Felicia Silber Direct: (301)
428-7058

Fax: (301) 428-2818

E-mail: fsilber@hns.com

Secretary: Rosalyn Powell-Bright (301) 428-5813

Joe Malfesi (IT) Direct: (301) 428-5741

Fax: (301) 428-7092

Secy: Linda Sullivan (301) 428-5742

Steve Carrier (Atty)

FCC000000171

EXHIBIT 9

FCC000000172

FOR PUBLIC INSPECTION

 Marcie Gardner
10/05/2000 02:10 PM

To: Amy Palofax
cc: Nancy Perkins/Los Angeles/Kirkland-Ellis@K&E

Subject: DTV Customer Agreements

Thanks much for getting these for me. Since I'm new to the DTV cases, I'm on a fairly high learning curve right now and have a few questions.

1. As I asked, you gave me just the agreements that were in force from 2/25/95-1/10/97 and then the more current agreements. Are there a lot of agreements total? Or if there are just a few between 1997-1999, I'd like to get copies of those as well. Particularly I'd like the one from 3/97 which first contained the arbitration clause.
2. Has anyone ever sat down and compared the different versions and highlighted the differences by way of a memo or anything? If so, I'd appreciate a copy.
3. Is the one dated 10/99 the latest (most current) agreement?
4. For the one dated 4/1/95, I am missing one page. Basically I'm missing terms 7-10 (and probably some spill over from term no. 6).

If you could pls have someone fax me the missing page and the 3/97 agreement, I'd appreciate it. My fax # is 909 624-7459.

Thanks a lot!

FCC000000173

FOR PUBLIC INSPECTION

EXHIBIT 10

FCC000000174

 Marcie Gardner
10/05/2000 02:10 PM

To: Amy Palofax
cc: Nancy Perkins/Los Angeles/Kirkland-Ellis@K&E

Subject: DTV Customer Agreements

Thanks much for getting these for me. Since I'm new to the DTV cases, I'm on a fairly high learning curve right now and have a few questions.

1. As I asked, you gave me just the agreements that were in force from 2/25/95-1/10/97 and then the more current agreements. Are there a lot of agreements total? Or if there are just a few between 1997-1999, I'd like to get copies of those as well. Particularly I'd like the one from 3/97 which first contained the arbitration clause.

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3. Is the one dated 10/99 the latest (most current) agreement?

4. For the one dated 4/1/95, I am missing one page. Basically I'm missing terms 7-10 (and probably some spill over from term no. 6).

If you could pls have someone fax me the missing page and the 3/97 agreement, I'd appreciate it. My fax # is 909 624-7459.

Thanks a lot!

FCC000000175

EXHIBIT 11

FCC000000176

FOR PUBLIC INSPECTION

Spidell, Colleen M

From: Cohen, David H
Sent: Monday, October 16, 2000 9:17 AM
To: Desmond, Danielle L; Spidell, Colleen M
Subject: 14851 ussb



14851_eorbed.txt



14851_eorben.txt



14851_eorco.txt



14851_eorhod.txt



14851_eorhoh.txt

Colleen,
Here is the data for this subscriber. As you will see, two of the tables had no data, so the files are empty.
David

-----Original Message-----

From: Desmond, Danielle L
Sent: Wednesday, October 11, 2000 2:38 PM
To: Cohen, David H
Subject: FW: Ad Hoc Request

fyi for 14851

-----Original Message-----

From: Spidell, Colleen M
Sent: Wednesday, October 11, 2000 2:32 PM
To: Desmond, Danielle L
Subject: Ad Hoc Request

Danielle:

Attached is an ad hoc request concerning USSB Account Information. The subscriber, Jeffrey Bischoff, has filed a class action case against DIRECTV. The law firm of Kirkland & Ellis is representing DIRECTV. The attorneys are in desperate need of Mr. Bischoff's historical account information for USSB Account no. 6008272419908690. Because Mr. Bischoff canceled his DIRECTV subscription back in January 1997, there is an issue over the arbitration clause. We need to ascertain the dates of Mr. Bischoff's USSB service, among anything else historical that we can obtain.

thanks,
Colleen Spidell, Legal Dept., ext. 4950 << File: adhocreq2.doc >>

14851_eothbsd

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R-1995	EB709DA	20-JUN-1996	
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14851_eothbsd

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14851_eothbsh

SQL> /

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Page 1

FCC000000182


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