ECHOSTAR COMMUNICATIONS CORP
Form DEF 14A
April 05, 2007

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

SCHEDULE 14A

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

Filed by the Registrant þ
Filed by a Party other than the Registrant o

Check the appropriate box:

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

EchoStar Communications Corporation

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

þ No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

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o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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April 5, 2007

Dear Shareholder:

It is a pleasure for me to extend to you an invitation to attend the 2007 Annual Meeting of Shareholders of EchoStar Communications Corporation. The Annual Meeting will be held on Tuesday, May 8, 2007, at 12:00 noon, local time, at EchoStar s headquarters located at 9601 S. Meridian Blvd., Englewood, Colorado 80112.

The enclosed Notice of 2007 Annual Meeting of Shareholders and Proxy Statement describe the proposals to be considered and voted on at the Annual Meeting. During the Annual Meeting, we also will review EchoStar s operations and other items of general interest regarding the corporation.

We hope that all shareholders will be able to attend the Annual Meeting. Whether or not you plan to attend the Annual Meeting personally, it is important that you be represented. To ensure that your vote will be received and counted, please promptly complete, date and return your proxy card in the enclosed return envelope.

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

Charles W. Ergen

Chairman and Chief Executive Officer

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

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NOTICE OF 2007 ANNUAL MEETING OF SHAREHOLDERS

To The Shareholders of EchoStar Communications Corporation:

The Annual Meeting of Shareholders of EchoStar Communications Corporation will be held on Tuesday, May 8, 2007, at 12:00 noon, local time, at our headquarters located at 9601 S. Meridian Blvd., Englewood, Colorado 80112, to consider and vote upon:

1. The election of ten directors to our Board of Directors;

2. The ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2007; and

3. Any other business that may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

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

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

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

Only shareholders of record at the close of business on March 23, 2007 are entitled to notice of, and to vote at, the Annual Meeting or any adjournment of the meeting. We anticipate first mailing our proxy statement and proxy card on or about April 5, 2007.

By Order of the Board of Directors

David K. Moskowitz

Executive Vice President, General Counsel,

Corporate Secretary and Director

April 5, 2007

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

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PROXY STATEMENT
OF
ECHOSTAR COMMUNICATIONS CORPORATION

GENERAL INFORMATION

This Proxy Statement and the accompanying proxy are being furnished to you in connection with the 2007 Annual Meeting of Shareholders (the Annual Meeting) of EchoStar Communications Corporation (EchoStar, we, us, our the Corporation). The Annual Meeting will be held on Tuesday, May 8, 2007, at 12:00 noon, local time, at our headquarters located at 9601 S. Meridian Blvd., Englewood, Colorado 80112.

This Proxy Statement is being sent or provided to holders of record at the close of business on March 23, 2007 of our Class A Common Stock (the Class A Shares) and Class B Common Stock (the Class B Shares).

Your proxy is being solicited by our Board of Directors (the Board or Board of Directors). It may be revoked by written notice given to our Secretary at our headquarters at any time before being voted. To vote by mail, please complete the accompanying proxy card and return it to us as instructed in the proxy card. To vote using the telephone or electronically through the Internet, please refer to the instructions on the accompanying proxy card. Votes submitted by mail, telephone or electronically through the Internet must be received by 11:59 p.m., Eastern Time, on May 7, 2007. Submitting your vote by mail, telephone or electronically through the Internet will not affect your right to vote in person, if you choose to do so. Proxies that are properly delivered to us before the closing of the polls during the Annual Meeting and not revoked will be voted for the proposals described in this Proxy Statement in accordance with the instructions set forth on the proxy card. The Board is currently not aware of any matters proposed to be presented at the Annual Meeting other than the election of directors and the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2007. If any other matter is properly presented at the Annual Meeting, the persons named in the accompanying proxy card will have discretionary authority to vote on that matter in accordance with their best judgment. Your presence at the Annual Meeting does not of itself revoke your proxy.

Attendance at the Meeting

All of our shareholders of record at the close of business on March 23, 2007, or their duly appointed proxies, may attend the Annual Meeting. Seating is limited, however, and admission to the Annual Meeting will be on a first-come, first-served basis. Registration and seating will begin at 11:30 a.m., local time, and the Annual Meeting will begin at 12:00 noon, local time. Each shareholder may be asked to present an admission ticket, which is attached to the accompanying proxy card, together with a valid government issued photo identification confirming their identity as a shareholder of record, such as a driver s license or passport. Cameras, recording devices, and other electronic devices will not be permitted at the Annual Meeting.

If your shares are held by a broker, bank, or other nominee (often referred to as holding in street name) and you desire to attend the Annual Meeting, you will need to bring a legal proxy or a copy of a brokerage or bank statement reflecting your share ownership as of the record date, March 23, 2007. All shareholders must check in at the registration desk at the Annual Meeting.

Securities Entitled to Vote

Only shareholders of record at the close of business on March 23, 2007 are entitled to notice of the Annual Meeting. Such shareholders may vote shares held by them at the close of business on March 23, 2007 at the Annual Meeting. At the close of business on March 23, 2007, 207,712,069 Class A Shares and 238,435,208 Class B Shares were outstanding. Each of the Class A Shares is entitled to one vote per share on each proposal to be considered by our shareholders. Each of the Class B Shares is entitled to ten votes per share on each proposal to be considered by our shareholders.

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Vote Required

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

The affirmative vote of a plurality of the total votes cast for directors at the Annual Meeting is necessary to elect a director. No cumulative voting is permitted. The affirmative vote of a majority of the voting power represented at the Annual Meeting is required to approve the ratification of the appointment of KPMG LLP as our independent registered public accounting firm.

The total number of votes cast for will be counted for purposes of determining whether sufficient affirmative votes have been cast to elect each director and the ratification of the appointment of KPMG LLP as our independent registered public accounting firm. Abstentions from voting on a proposal by a shareholder at the Annual Meeting, as well as broker nonvotes, will be considered for purposes of determining the number of total votes present at the Annual Meeting. Abstentions will have the same effect as votes against the ratification of the appointment of KPMG LLP as our independent registered public accounting firm. However, abstentions will not be counted as against or for the election of directors. Broker nonvotes will not be considered in determining the election of directors or the ratification of the appointment of KPMG LLP as our independent registered public accounting firm.

Through his direct or indirect ownership of Class A Shares and Class B Shares, Charles W. Ergen, our Chairman of the Board and Chief Executive Officer, possesses approximately 77% of our total voting power. Mr. Ergen has stated that he will vote: (1) for the election of each of the nominee directors, and (2) for the ratification of the appointment of KPMG LLP as our independent registered public accounting firm. Accordingly, the election of each of the director nominees and the ratification of the appointment of KPMG LLP as our independent registered public accounting firm are assured notwithstanding a contrary vote by any or all shareholders other than Mr. Ergen.

Householding

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

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

If you are eligible for householding, but you and other shareholders with whom you share an address currently receive multiple copies of our annual reports and/or proxy statements, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of our Annual Report or Proxy Statement for your household, please contact our transfer agent, Computershare Investor Services, at 350 Indiana Street, Suite 800, Golden, Colorado 80401, telephone number 303-262-0600.

Our Mailing Address

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

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

Nominees

Our shareholders will elect a board of ten directors at the Annual Meeting. Each of the directors is expected to hold office until the next annual meeting of our shareholders or until his or her respective successor shall be duly elected and qualified. The affirmative vote of a plurality of the total votes cast for directors is necessary to elect a director. This means that the ten nominees who receive the most votes will be elected to the ten open directorships even if they get less than a majority of the votes cast. Each nominee has consented to his or her nomination and has advised us that he or she intends to serve the entire term if elected.

The nominees for director are as follows:

Name	Age	First Became Director	Position with the Company
James DeFranco	54	1980	Director and Executive Vice President
Michael T. Dugan	58	2004	Director and Senior Advisor
Cantey Ergen	52	2001	Director and Employee
Charles W. Ergen	54	1980	Chairman of the Board of Directors and Chief Executive Officer
Steven R. Goodbarn	49	2002	Director
Gary S. Howard	56	2005	Director
David K. Moskowitz	48	1998	Director, Executive Vice President, General Counsel and Secretary
Tom A. Ortolf	56	2005	Director
C. Michael Schroeder	58	2003	Director
Carl E. Vogel	49	2005	Director, President and Vice Chairman

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

James DeFranco. Mr. DeFranco is one of our Executive Vice Presidents and has been one of our vice presidents and a member of the Board since our formation. During the past five years he has held various executive officer and director positions with our subsidiaries. Mr. DeFranco co-founded EchoStar with Charles W. Ergen and his wife Cantey Ergen in 1980.

Michael T. Dugan. Mr. Dugan is currently a senior advisor to us. Until October 2006, Mr. Dugan was our Chief Technology Officer. Before being elected to the Board in 2004, he was our President and Chief Operating Officer. In that capacity, Mr. Dugan had been responsible for, among other things, all operations except legal, finance and accounting at EchoStar. Until April 2000, Mr. Dugan had been President of EchoStar Technologies Corporation. Previously he was the Senior Vice President of the Consumer Products Division of EchoStar. Mr. Dugan has been employed with EchoStar since 1990. Mr. Dugan has served as a director of Citizens Communications Company since October 2006.

Cantey Ergen. Mrs. Ergen has served on the Board since May 2001 and has had a variety of operational responsibilities with us over the past 27 years. Mrs. Ergen has served on the board of trustees of The Children s Hospital of Denver since 2001 and served on the board of trustees of The Children s Hospital Foundation of Denver during 2000. Mrs. Ergen co-founded EchoStar with her husband Charles W. Ergen and James DeFranco in 1980.

Charles W. Ergen. Mr. Ergen has been our Chairman of the Board and Chief Executive Officer since our formation. During the past five years he has also held various executive officer and director positions with our subsidiaries. Mr. Ergen co-founded EchoStar with his wife Cantey Ergen and James DeFranco in 1980.

Steven R. Goodbarn. Mr. Goodbarn joined the Board in December 2002 and is a member of our Executive Compensation Committee, Nominating Committee, and Audit Committee, where he serves as our audit committee financial expert. Since July 2002, Mr. Goodbarn has served as director and president of Secure64 Software Corporation, a company he co-founded. Mr. Goodbarn was chief financial officer of Janus Capital Corporation from 1992 until late 2000. During that time, he was a member of the executive committee and served on the board of directors of many Janus corporate and investment entities. Until September 2003, Mr. Goodbarn also served as a director of Nighthawk Systems. Mr. Goodbarn is a CPA and spent 12 years at Price Waterhouse prior to joining Janus.

Gary S. Howard. Mr. Howard joined the Board in November 2005 and is a member of our Executive Compensation Committee, Nominating Committee and Audit Committee. Mr. Howard served as Executive Vice President and Chief Operating Officer of Liberty Media Corporation from July 1998 to February 2004 as well as serving on Liberty Media Corporation s Board of Directors from July 1998 until January 2005. Additionally, Mr. Howard held several executive officer positions with companies affiliated with Liberty Media Corporation.

David K. Moskowitz. Mr. Moskowitz is one of our Executive Vice Presidents and our Secretary and General Counsel. Mr. Moskowitz joined us in March 1990. He was elected to the Board in 1998. Mr. Moskowitz is responsible for all of our legal affairs and performs certain business functions for us and our subsidiaries.

Tom A. Ortolf. Mr. Ortolf joined the Board in May 2005 and is a member of our Executive Compensation Committee, Nominating Committee, and Audit Committee. Mr. Ortolf has been the President of Colorado Meadowlark Corp., a privately held investment management firm, for more then ten years. From 1988 until 1991, Mr. Ortolf served as our President and Chief Operating Officer.

C. Michael Schroeder. Mr. Schroeder has served on the Board since November 2003 and is a member of our Executive Compensation Committee, Nominating Committee, and Audit Committee. In 1981, Mr. Schroeder founded Consumer Satellite Systems, Inc. (CSS), which he grew to encompass a 10 state distribution system operating in a region ranging from Wisconsin to Florida. CSS served retailers selling satellite systems, televisions and a range of consumer electronics products. Mr. Schroeder also founded a programming division that grew to serve over 400,000 subscribers.

Carl E. Vogel. Mr. Vogel has served on the Board since May 2005 and became a full-time employee in June 2005. Mr. Vogel is currently our President and Vice Chairman. From 2001 until 2005, Mr. Vogel served as the President and CEO of Charter Communications Inc., a publicly-traded company providing cable television and broadband services to approximately six million customers. Prior to joining Charter, Mr. Vogel worked as an executive officer in various capacities for the companies affiliated with Liberty Media Corporation. Mr. Vogel was one of our executive officers from 1994 until 1997, including serving as our President from 1995 until 1997. Mr. Vogel has served as a director of Shaw Communications, Inc. since June 2006.

Charles W. Ergen, our Chairman and Chief Executive Officer, possesses approximately 77% of our total voting power. Accordingly, if Mr. Ergen votes in favor of Proposal No. 1, approval of Proposal No. 1 is assured even if it receives a negative vote from all shareholders other than Mr. Ergen. Mr. Ergen has indicated his intention to vote in favor of Proposal No. 1.

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

Board of Directors and Committees and Selection Process

Our Board held six meetings in 2006 and also took action by unanimous written consent on six occasions during the year. Except for Mr. Dugan and Mrs. Ergen, each of our directors attended at least 75% of the aggregate of: (i) the total number of meetings of the Board held during the period in which he or she was a director, and (ii) the total number of meetings held by all committees of the Board on which he served.

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

We are a controlled company within the meaning of the NASDAQ Marketplace Rules because more than 50% of our voting power is held by Charles W. Ergen, our Chairman and Chief Executive Officer. Please see Equity Security Ownership below. Therefore, we are not subject to the NASDAQ listing requirements that would otherwise require us to have: (i) a Board of Directors comprised of a majority of independent directors; (ii) compensation of our executive officers determined by a majority of the independent directors or a compensation committee composed solely of independent directors; and (iii) director nominees selected, or recommended for the Board s selection, either by a majority of the independent directors or a nominating committee composed solely of independent directors. Nevertheless, the Corporation has created an Executive Compensation Committee (the Compensation Committee) and a Nominating Committee, in addition to an Audit Committee, all of which are composed entirely of independent directors. We established our Compensation and Audit Committees in October 1995 and our Nominating Committee in August 2005.

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The charters for our Compensation, Audit, and Nominating Committees are available free of charge on our website at http://www.echostar.com. The function and authority of these committees are described below:

Compensation Committee. The Compensation Committee operates under a Compensation Committee Charter adopted by the Board. The principal functions of the Compensation Committee are to the extent the Board deems necessary or appropriate: (i) make and approve all option grants and other issuances of EchoStar s equity securities to EchoStar s executive officers and Board members other than nonemployee directors; (ii) approve all other option grants and issuances of EchoStar s equity securities, and recommend that the full Board make and approve such grants and issuances; (iii) establish in writing all performance goals for performance-based compensation that together with other compensation to senior executive officers could exceed $1 million annually, other than standard Stock Incentive Plan options that may be paid to EchoStar s executive officers, and certify achievement of such goals prior to payment; and (iv) set the compensation of the Chairman and Chief Executive Officer. The Compensation Committee held four meetings and took action by unanimous written consent on five occasions during 2006. The current members of the Compensation Committee are Mr. Goodbarn, Mr. Howard, Mr. Ortolf and Mr. Schroeder, with Mr. Goodbarn serving as Chairman of the Committee. The Board has determined that each of these individuals meets the independence requirements of NASDAQ and applicable SEC rules and regulations. The composition of the Compensation Committee is expected to remain the same following our Annual Meeting.

Audit Committee. Our Board has established a standing Audit Committee in accordance with NASDAQ rules and Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The Audit Committee operates under an Audit Committee Charter adopted by the Board. The principal functions of the Audit Committee are to: (i) select the independent registered public accounting firm and set their compensation; (ii) select the internal auditor; (iii) review and approve management s plan for engaging our independent registered public accounting firm during the year to perform non-audit services and consider what effect these services will have on the independence of our independent registered public accounting firm; (iv) review our annual financial statements and other financial reports that require approval by the Board; (v) oversee the integrity of our financial statements, our systems of disclosure and internal controls, and our compliance with legal and regulatory requirements; (vi) review the scope of our independent registered public accounting firm s audit plans and the results of their audits; and (vii) evaluate the performance of our internal audit function and independent registered public accounting firm.

The Audit Committee held seven meetings and took action by unanimous written consent on two occasions during 2006. The current members of the Audit Committee are Mr. Goodbarn, Mr. Howard, Mr. Ortolf and Mr. Schroeder, with Mr. Ortolf serving as Chairman of the Committee. Each of these individuals meets the independence requirements of NASDAQ and applicable SEC rules and regulations. The Board has determined that each member of our Audit Committee is financially literate and that Mr. Goodbarn qualifies as an audit committee financial expert as defined by applicable SEC rules and regulations. The composition of the Audit Committee is expected to remain the same following our Annual Meeting, with Mr. Goodbarn continuing as the audit committee financial expert.

Nominating Committee. The Nominating Committee operates under a Nominating Committee Charter adopted by the Board. The principal function of the Nominating Committee is to recommend independent director nominees for selection by the Board. The Nominating Committee held two meetings during 2006. The current members of the Nominating Committee are Mr. Goodbarn, Mr. Howard, Mr. Ortolf, and Mr. Schroeder, with Mr. Schroeder serving as Chairman of the Committee. The Board has determined that each of these individuals meets the independence requirements of NASDAQ and applicable SEC rules and regulations. The composition of the Nominating Committee is expected to remain the same following our Annual Meeting.

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

(iv) their business and professional achievements, experience and industry background; (v) their independence from management under listing standards and the Corporation s governance guidelines; and (vi) the needs of the Board and the Corporation.

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Other Information about our Board of Directors

We provide an informal process for shareholders to send communications to our Board. Shareholders who wish to contact the Board or any of its members may do so by writing to EchoStar Communications Corporation, Attn: Board of Directors, 9601 S. Meridian Blvd., Englewood, Colorado 80112. At the direction of the Board of Directors, all mail received will be opened and screened for security purposes. Correspondence directed to an individual Board member is referred to that member. Correspondence not directed to a particular Board member is referred to our General Counsel, Mr. Moskowitz.

Although we do not have a policy with regard to Board members attendance at our annual meetings of shareholders, all of our directors are encouraged to attend such meetings. All of our directors were in attendance at our 2006 Annual Meeting.

Equity Security Ownership

The following table sets forth, to the best of our knowledge, the beneficial ownership of our voting securities as of the close of business on March 23, 2007 by: (i) each person known by us to be the beneficial owner of more than five percent of any class of our voting securities; (ii) each of our directors; (iii) our chief executive officer, chief financial officers and three other most highly compensated persons acting as one of our executive officers on December 31, 2006 (collectively, the Named Executive Officers); and (iv) all of our directors and executive officers as a group. Unless otherwise indicated, each person listed in the following table (alone or with family members) has sole voting and dispositive power over the shares listed opposite such person s name.

Name (1)	Amount and Nature of Beneficial Ownership	Percentage of Class
Class A Common Stock (2):		
Charles W. Ergen (3), (4)	200,020,847	49.1%
Cantey Ergen (5)	199,300,847	49.0%
David K. Moskowitz (6)	40,436,696	16.3%
T. Rowe Price Associates, Inc. (7)	21,182,074	10.1%
Dodge & Cox (8)	14,654,084	7.1%
Barclays Global Investors, NA. (9)	13,997,442	6.7%
Fairholme Capital Management, L.L.C. (10)	13,713,642	6.6%
Harris Associates L.P. (11)	10,403,450	5.0%
FMR Corp. (12)	10,356,175	5.0%
James DeFranco (13)	6,193,348	3.0%
Michael T. Dugan (14)	1,038,020	*
David J. Rayner (15)	200,152	*
Carl E. Vogel (16)	160,312	*
Tom A. Ortolf (17)	115,200	*
O. Nolan Daines (18)	100,429	*
C. Michael Schroeder (19)	72,600	*
Steven R. Goodbarn (20)	75,000	*
Gary S. Howard (21)	55,100	*
Bernard L. Han		*
All Directors and Executive Officers as a Group (19 persons) (22)	250,208,847	60.8%
Class B Common Stock:		
Charles W. Ergen	198,805,449	83.4%
Cantey Ergen	198,805,449	83.4%
Trusts (23)	39,629,759	16.6%
All Directors and Executive Officers as a Group (19 persons) (22)	238,435,208	100.0%

* Less than 1%.

(1) Except as otherwise noted below, the address of each such person is 9601 S. Meridian Blvd., Englewood, Colorado 80112. As of the close of business on March 23, 2007, there were 207,712,069 outstanding shares of Class A Common Stock and 238,435,208 shares of Class B Common Stock.

(2) The following table sets forth, to the best knowledge of the Corporation, the actual ownership of the Corporation s Class A Common Stock (including options exercisable within 60 Days) as of the close of business on March 23, 2007 by: (i) each person known by the Corporation to be the beneficial owner of more than five percent of any

class of the Corporation s voting shares; (ii) each director or director nominee of the Corporation; (iii) each Named Executive Officer; and (iv) all directors and executive officers as a group:

Name (1)	Amount and Nature of Beneficial Ownership	Percentage of Class
Class A Common Stock:		
T. Rowe Price Associates, Inc.	18,999,864	9.1%
Dodge & Cox	14,654,084	7.1%
Barclays Global Investors, NA	13,997,442	6.7%
Fairholme Capital Management, L.L.C.	13,713,642	6.6%
Harris Associates L.P.	10,403,450	5.0%
FMR Corp	10,356,175	5.0%
James DeFranco	6,193,348	3.0%
Charles W. Ergen	1,215,398	*
Michael T. Dugan	1,038,020	*
David K. Moskowitz	806,937	*
Cantey Ergen	495,398	*
David J. Rayner	200,152	*
Carl E. Vogel	160,312	*
Tom A. Ortolf	115,200	*
O. Nolan Daines	100,429	*
C. Michael Schroeder	72,600	*
Steven R. Goodbarn	75,000	*
Gary S. Howard	55,100	*
Bernard L. Han		*
All Directors and Executive Officers as a Group (19 persons)	11,773,639	5.5%

* Less than 1%.

(3) Mr. Ergen is deemed to own beneficially all of the Class A Shares owned by his spouse, Mrs. Ergen. Mr. Ergen s

beneficial ownership includes: (i) 98,652 Class A Shares; (ii) 18,413 Class A Shares held in EchoStar s 401(k) Employee Savings Plan (the 401(k) Plan); (iii) the right to acquire 720,000 Class A Shares within 60 days upon the exercise of employee stock options; (iv) 235 Class A Shares held by Mrs. Ergen; (v) 923 Class A Shares held in the 401(k) Plan held by Mrs. Ergen; (vi) 27,175 Class A Shares held as custodian for his children; (vii) 350,000 Class A Shares held as a trustee; and (viii) 198,805,449 Class A Shares issuable upon conversion of Mr. Ergen s Class B Shares. Mr. Ergen s beneficial ownership of Class A Shares excludes 39,629,759 Class A Shares issuable upon conversion of Class B Shares held by certain trusts established by Mr. Ergen for the benefit of his family.

(4) The percentage of total voting power held by Mr. Ergen is approximately 77% after giving effect to the exercise of Mr. Ergen s options exercisable within 60 days.

(5) Mrs. Ergen beneficially owns all of the Class A Shares owned by her spouse, Mr. Ergen, except for Mr. Ergen s right to acquire 720,000 Class A Shares within 60 days upon the exercise of employee stock options.

(6) Mr. Moskowitz s beneficial ownership includes: (i) 124,854 Class A Shares; (ii) 17,605 Class A Shares held in the 401(k) Plan; (iii) the right to acquire 620,000 Class A Shares within 60 days upon the exercise of employee stock options; (iv) 1,328 Class A Shares held as custodian for his minor children; (v) 8,184 Class A Shares

held as trustee for Mr. Ergen s children; (vi) 32,984 Class A Shares held by a charitable foundation for which Mr. Moskowitz is a member of the Board of Directors; (vii) 1,982 Class A Shares held in the employee stock purchase plan; and (viii) 39,629,759 Class A Shares issuable upon conversion of the Class B Shares held by certain trusts established by Mr. Ergen for the benefit of Mr. Ergen s family for which Mr. Moskowitz is trustee.

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(7) Based solely upon a Schedule 13G filed on February 14, 2007. The address of T. Rowe Price Associates, Inc. is 100 E. Pratt Street, Baltimore, Maryland, 21202.

(8) Based solely upon a Schedule 13G filed on February 8, 2007. The address of Dodge & Cox is 555 California Street, 40th Floor, San Francisco, California, 94104.

(9) Based solely upon a Schedule 13G filed on January 9, 2007. The address of Barclay Global Investors, NA. is 45 Fremont Street, San Francisco, California, 94105.

(10) Based solely upon a Schedule 13G filed on February 14,

2007. The address of Fairholme Capital Management, L.L.C. is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida, 33131.

(11) Based solely upon a Schedule 13G filed on February 14, 2007. The address of Harris Associates L.P. is Two North LaSalle Street, Suite 500, Chicago, Illinois, 60602.

(12) Based solely upon a Schedule 13G filed on February 14, 2007. The address of FMR Corp. is 82 Devonshire Street, Boston, Massachusetts, 02109.

(13) Mr. DeFranco s beneficial ownership includes: (i) 3,762,752 Class A Shares; (ii) 18,413 Class A Shares held in the 401(k) Plan; (iii) the right to

acquire 104,000 Class A Shares within 60 days upon the exercise of employee stock options; (iv) 50,000 Class A Shares held as custodian for his minor children; (v) 8,183 Class A Shares held in the names of his children; and (vi) 2,250,000 Class A Shares controlled by Mr. DeFranco as general partner of a partnership.

(14) Mr. Dugan s beneficial ownership includes: (i) 430 Class A Shares; (ii) 2,924 Class A Shares held in the 401(k) Plan; and (iii) the right to acquire 1,034,666 Class A Shares within 60 days upon the exercise of employee stock options.

(15) Mr. Rayner s beneficial ownership includes: (i) 5 Class A Shares; (ii) 147 Class A Shares held in the 401(k) Plan;

and (iii) the right to acquire 200,000 Class A Shares within 60 days upon the exercise of employee stock options.

(16) Mr. Vogel s beneficial ownership includes: (i) 20,165 Class A Shares; (ii) 147 Class A Shares held in the 401(k) Plan; and (iii) the right to acquire 140,000 Class A Shares within 60 days upon the exercise of employee stock options;

(17) Mr. Ortolf s beneficial ownership includes: (i) the right to acquire 55,000 Class A Shares within 60 days upon the exercise of nonemployee director stock options; (ii) 200 Class A Shares held in the name of one of his children; and (iii) 60,000 Class A Shares held by a partnership of which Mr. Ortolf is a partner.

(18) Mr. Daines beneficial ownership includes: (i) 15 Class A Shares; (ii) 414 Class A Shares held in the 401(k) Plan; and (iii) the right to acquire 100,000 Class A Shares within 60 days upon the exercise of employee stock options.

(19) Mr. Schroeder s beneficial ownership includes: (i) 7,600 Class A Shares; and (ii) the right to acquire 65,000 Class A Shares within 60 days upon the exercise of nonemployee director stock options.

(20) Mr. Goodbarn s beneficial ownership includes: (i) 5,000 Class A Shares; and (ii) the right to acquire 70,000 Class A Shares within 60 days upon the exercise of nonemployee director stock options.

(21) Mr. Howard s beneficial

ownership includes: (i) 100 Class A Shares owned by his spouse; and (ii) the right to acquire 55,000 Class A Shares within 60 days upon the exercise of nonemployee director stock options.

(22) Includes: (i) 4,201,338 Class A Shares; (ii) 87,405 Class A Shares held in the 401(k) Plan; (iii) the right to acquire 4,682,334 Class A Shares within 60 days upon the exercise of employee stock options; (iv) 2,310,000 Class A Shares held in a partnership; (v) 238,435,208 Class A Shares issuable upon conversion of Class B Shares; (vi) 451,570 Class A Shares held in the name of, or in trust for, children and other family members; (vii) 32,984 Class A Shares held by a charitable

foundation for which Mr. Moskowitz is a member of its board of directors; (viii) 100 Class A Shares held by a spouse; and (ix) 7,908 Class A Shares held in the employee stock purchase plan. Class A and Class B Common Stock beneficially owned by both Mr. and Mrs. Ergen is only included once in calculating the aggregate number of shares owned by directors and executive officers as a group.

(23) Held by certain trusts established by Mr. Ergen for the benefit of Mr. Ergen s family of which Mr. Moskowitz is trustee.

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Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 (the Exchange Act) requires our directors, officers and holders of more than 10% of our common stock to file reports with the SEC regarding their ownership and changes in ownership of our equity securities. We believe that during the 2006 fiscal year, our directors, officers and 10% shareholders complied with all Section 16(a) filing requirements, with the exception of the following inadvertent late reports: Mr. and Mrs. Ergen filed one late Form 4 filing; Mr. Daines filed one late Form 4 filing; Mr. DeFranco filed one late Form 4 filing; Mr. Dugan filed one late Form 4 filing; Mr. Mark Jackson, President of one of our subsidiaries, EchoStar Technologies Corporation, filed one late Form 4 filing; Mr. Michael Kelly, one of our Executive Vice Presidents, filed one late Form 4 filing; Mr. Jason Kiser, our Treasurer, filed one late Form 4 filing; Ms. Jody F. Martin, a former Senior Vice President, filed one late Form 4 Filing; Mr. Moskowitz filed one late Form 4 filing; Mr. Rayner filed one late Form 4 filing; Mr. Steven Schaver, President of one of our subsidiaries, EchoStar International Corporation, filed one late Form 4 filing; Mr. Robert A. Strickland, our former Chief Information Officer, filed one late Form 4 filing; Mr. Paul Orban, our Senior Vice President and Corporate Controller, filed one late form 4 filing; and Mr. Vogel filed two late Form 4 filings. Each late Form 4 reported above related to a single late transaction or a single series of related transactions. Except for one late Form 4 for Mr. Vogel, each late Form 4 listed above was the result of the timing of a stock award of 125 shares or less issued following achievement of a corporate goal pursuant to a broad-based incentive plan. In making these statements, we have relied upon examination of copies of Forms 3, 4 and 5 provided to us and the written representations of our directors and officers.

COMPENSATION DISCUSSION AND ANALYSIS

General Philosophy

The objective of EchoStar s compensation policy with respect to our executive officers is to offer compensation packages to attract, retain and motivate EchoStar s executive officers over the long-term. Since 1996, certain aspects of executive compensation have been reviewed by the Compensation Committee of our Board of Directors. The Compensation Committee acts pursuant to a charter that has been adopted by our Board of Directors and which is reviewed annually by the members of the Compensation Committee.

Executive Compensation Process

The Compensation Committee sets the total compensation of Mr. Ergen, our Chairman and Chief Executive Officer, and the Board sets the base compensation of the other executive officers. The Compensation Committee makes and approves grants of options and other equity-based compensation to EchoStar s executive officers, and establishes in writing performance goals for any performance-based compensation that together with other compensation to any executive officer could exceed $1 million annually. The Compensation Committee also certifies achievement of those performance goals prior to payment of performance-based compensation. In setting total compensation for Mr. Ergen and the other executive officers of the Company, the Compensation Committee and the Board review an internally-prepared benchmarking survey comparing the executive compensation of EchoStar s top five highest paid executives with the executive compensation for ten other comparable companies. Those comparable companies include companies within the telecommunications industry with market capitalizations comparable to EchoStar and that generally recruit individuals to fill executive positions who are similar in skills and background to those individuals that EchoStar recruits. Other factors considered by the Compensation Committee and the Board include their perception of the individual s performance, the individual s success in achieving EchoStar and individual goals, equity awards previously granted to the individual and planned changes in responsibilities. The Compensation Committee and the Board also consider an individual s extraordinary efforts resulting in tangible increases in corporate, division or department success when setting base salaries and annual bonuses.

Executive Compensation Components

The primary components of EchoStar s executive compensation program are base cash salary, conditional and/or performance-based cash bonuses and long-term equity incentive compensation in the form of stock options and restricted stock units offered under our Stock Incentive Plans. EchoStar does not require that a certain percentage of an executive salary be provided in one form versus another. Each element of our executive compensation and the rationale for including each element in our executive compensation is set forth below.

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Base Salaries

Salary is included in our executive compensation package because we believe that it is appropriate that some portion of the compensation paid to our executives be provided in a form that is fixed and liquid occurring over regular intervals. Generally, for the reasons discussed in the Incentive Compensation section below, we weight overall compensation towards equity components as opposed to base salaries. The Compensation Committee and the Board are free to set salary at any level deemed appropriate. Increases or decreases in base salary on a year-over-year basis are dependent on either the Compensation Committee s or the Board s respective assessment of EchoStar, the applicable business unit and individual performance, as stated above.

Annual base salaries paid to EchoStar s executive officers have historically been at levels below those generally paid to executive officers with comparable experience and responsibilities in the telecommunications industry or other similarly-sized companies. Because of these relatively low levels of compensation, EchoStar may experience difficulty in attracting and retaining executives at the highest performance levels.

The Compensation Committee believes that the compensation paid to Mr. Ergen has generally been at a level that is below amounts paid to chief executive officers at other companies of similar size and in comparable industries. Mr. Ergen s base salary for each of fiscal 2006, 2005 and 2004 was $550,000, $411,538 and $308,846, respectively. Since 1996, changes in Mr. Ergen s base salary have been set by the Compensation Committee.

Incentive Compensation

EchoStar believes that executive officers will be better able to contribute to EchoStar s long-term success and help build incremental shareholder value if they have a stake in that future success and value. This stake focuses the executive officers attention on managing EchoStar as owners with equity positions in EchoStar and aligns their interests with the long-term interests of EchoStar s shareholders. Equity awards therefore represent an important and significant component of EchoStar s compensation program for executive officers. EchoStar attempts to create general incentives with its standard stock option grants and conditional incentives through special performance-based conditional awards that may include payouts in cash or equity.

General Equity Incentives. Standard awards under EchoStar s Stock Incentive Plans generally include stock options and are based on a review of the individual employee s performance, years of service, position and level of responsibility with EchoStar, long-term potential contribution to EchoStar and the number of options and terms of any other awards previously granted to the employee. However, the number of options to be granted at any one time is not based on any objective criteria. EchoStar does not assign specific weights to these factors, although the employee s position and a subjective evaluation of his performance are considered most important. To encourage executive officers to remain in EchoStar s employ, options granted under EchoStar s Stock Incentive Plans generally vest at the rate of 20% per year and have exercise prices not less than the fair market value of EchoStar s Class A Common Stock on the date of grant. EchoStar s standard form of option agreement given to executive officers includes acceleration of vesting upon a change of control of EchoStar for those executive officers that do not continue with EchoStar or the surviving entity, as applicable.

Performance-Based Conditional Equity Incentives. In February 1999, EchoStar adopted a long-term incentive plan (the 1999 LTIP) within the terms of EchoStar s 1995 Stock Incentive Plan. The 1999 LTIP provided key employees with stock options that may not be exercised until EchoStar achieves certain long-term goals. These performance goals are the same for all key employees granted options pursuant to the 1999 LTIP. In order for these stock options to be exercised, EchoStar must achieve a certain performance goal within the ten-year term covered by the 1999 LTIP. The performance goals have not been achieved as of the date of this Proxy Statement, and we cannot currently predict if those goals will be achieved or if the long-term incentive plan options will become exercisable. Given the competitive nature of our business, among other reasons, it may be difficult for us to achieve the specified long-term performance goal of the 1999 LTIP. We do not anticipate achieving the performance goal of the 1999 LTIP during 2007.

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During January 2005, EchoStar adopted another long-term, performance-based stock incentive plan (the 2005 LTIP) within the terms of EchoStar s 1999 Stock Incentive Plan. The purpose of the 2005 LTIP is to promote EchoStar s interests and the interests of its shareholders by providing key employees with financial rewards through equity participation upon achievement of specified long-term business objectives. The employees eligible to participate in the 2005 LTIP include EchoStar s executive officers, vice presidents, directors and certain other key employees designated by the Compensation Committee. Awards under the 2005 LTIP consist of a one-time grant of: (i) an option to acquire a specified number of shares priced at the market value as of the last day of the calendar quarter in which the option was granted; (ii) rights to acquire for no additional consideration a specified smaller number of shares of EchoStar s Class A Shares; or (iii) a corresponding combination of a lesser number of option shares and such rights to acquire EchoStar s Class A Shares. The options and rights vest at a varying rate over a seven-year period; provided, however, that none of the options or rights vest if EchoStar fails to achieve the specified long-term performance goal. In order for stock options and restricted stock awards to be earned, EchoStar must achieve a certain performance goal within the ten-year term covered by the 2005 LTIP. The performance goal has not been achieved as of the date of this Proxy Statement. Similar to the 1999 LTIP, EchoStar cannot currently predict if this goal will be achieved or if the 2005 LTIP options or restricted stock units will become exercisable. Given the competitive nature of our business, among other reasons, it may be difficult for us to achieve the specified long-term performance goal of the 2005 LTIP. We do not anticipate achieving the performance goal of the 2005 LTIP during 2007.

Practices Regarding the Grant of Equity Incentives. Stock options and restricted stock are generally awarded as of the last day of each calendar quarter and have exercise prices, as applicable, of not less than the fair market value of EchoStar s Class A Common Stock on the date of grant.

Performance-Based Conditional Cash Incentives. During January 2006, we established a 2006 Cash Incentive Plan for key employees to provide cash awards tied to achievement of specified 2006 business goals. During March 2006, the Compensation Committee expanded participation in the 2006 Cash Incentive Plan to include Mr. Ergen and other senior executives. The maximum amount payable to any participant under the 2006 Cash Incentive Plan upon satisfaction of all applicable business goals and other criteria is equal to or less than each participant s annual base salary. Since the performance goals of the 2006 Cash Incentive Plan were partially achieved during 2006, payouts were made for those goals that were obtained. EchoStar has established a similar plan for 2007.

401(k) Plan

We have adopted a defined-contribution tax-qualified 401(k) Plan. Our executives participate in our 401(k) Plan on the same terms as our other employees. We maintain our 401(k) Plan for our employees, including our executives, because we wish to encourage our employees to save some percentage of their cash compensation for their eventual retirement. Our employees become eligible for participation in the 401(k) Plan upon completing six months of service with us and reaching age 19. 401(k) Plan participants may contribute up to 50% of their compensation in each contribution period, subject to the maximum deductible limit provided by the Internal Revenue Code. We may make a 50% matching employer contribution up to a maximum of $1,000 per participant per calendar year. We may also make an annual discretionary profit sharing or employer stock contribution to the 401(k) Plan with the approval of the Compensation Committee and the Board.

401(k) Plan participants are immediately vested in their voluntary contributions and earnings on voluntary contributions. Our employer contributions to 401(k) Plan participants accounts vest 20% per year commencing one year from the employee s date of employment.

Benefits, Perquisites, Post-Termination Compensation and Other Compensation

Our executive officers participate in EchoStar s benefit plans on the same terms as other employees. These plans include medical, vision, and dental insurance, life insurance, and our employee stock purchase plan. We also offer our executives, as well as our other employees, discounts on EchoStar services. EchoStar believes that it is important that our employees use the services that we offer. Relocation benefits may also be reimbursed, but are individually negotiated when they occur. We also permit members of our executive team to use our corporate aircraft for personal use. As reflected in the Summary Compensation Table, the cost to EchoStar of those corporate aircraft benefits aggregated $890,197 in 2006 for the named executive officers. EchoStar also pays for annual tax preparation costs for certain executive officers.

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We do not have any plans in place to provide severance benefits to employees. However, certain stock options and restricted stock units granted to our executive officers are subject to accelerated vesting on change of control, as described above.

Deductibility of Compensation

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

EXECUTIVE COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

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

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

Make and approve all option grants and other issuances of EchoStar s equity securities to EchoStar s executive officers and Board members other than nonemployee directors;

Approve all other option grants and issuances of EchoStar s equity securities, and recommend that the full Board make and approve such grants and issuances;

Establish in writing all performance goals for performance-based compensation that together with other compensation to senior executive officers could exceed $1 million annually, other than standard Stock Incentive Plan options that may be paid to EchoStar s executive officers, and certify achievement of such goals prior to payment; and

Set the compensation of the Chairman and Chief Executive Officer.

Based on the review of the Compensation Discussion and Analysis and discussions with management, and subject to the limitations on the role and responsibilities of the Compensation Committee referred to above, we recommended to EchoStar s management that the Compensation Discussion and Analysis be included in the Company s proxy statement.

Respectfully submitted,
The EchoStar Executive Compensation Committee
Steven R. Goodbarn (Chairman)
Gary S. Howard
Tom A. Ortolf
C. Michael Schroeder

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

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EXECUTIVE COMPENSATION AND OTHER INFORMATION

Summary Compensation Table

Our executive officers are compensated by certain of our subsidiaries. The following table sets forth the cash and noncash compensation for the fiscal years ended December 31, 2006, 2005 and 2004 for the Named Executive Officers.

Name and Principal Position	Year	Salary ($)	Bonus (1) ($)	Stock Awards (2) ($)	Option Awards (3) ($)	Non-Equity Incentive Plan Compensation (4) ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation (5) ($)	Total ($)
Charles W. Ergen	2006	$550,000	$	$	$1,412,882	$	$	$858,171	$2,821,053
Chairman and Chief	2005	411,538						512,476	924,014
Executive Officer	2004	308,846						231,948	540,794
Carl E. Vogel (6)	2006	$383,079	$	$686,100	$1,574,519	$133,000	$	$ 51,729	$2,828,427
President, Vice Chairman	2005	140,769							140,769
and Director	2004								
David K. Moskowitz	2006	$350,772	$	$	$1,328,181	$123,000	$	$ 30,634	$1,832,587
Executive Vice President,	2005	293,846						5,000	298,846
Director, General Counsel	2004	258,850	150,000					6,000	414,850
and Secretary									
David J. Rayner (7)	2006								