EXHIBIT 2

FOR PUBLIC INSPECTION

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' RESPONSE 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") (collectively, "EchoStar") respond to Defendants DIRECTV, Inc., DIRECTV Enterprises, Inc., DIRECTV Merchandising, Inc., DIRECTV Operations, Inc., and Hughes[1] (collectively "DIRECTV") First Set of Admissions as follows:

DEFINITIONS

1. "Irrelevant" means not relevant to the subject matter of this action and not reasonably calculated to lead to the discovery of admissible evidence, and as such outside the scope of discovery pursuant to Rule 26 of the Federal Rules of Civil Procedure.

---

[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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2. "Produce" means make available for inspection and copying documents that are in the possession, custody, or control of Plaintiffs and that Plaintiffs could identify after a reasonable search, at a place, date, and time mutually agreeable to counsel for all parties. The word "produce" should not be construed as an admission that any particular document exists.

OBJECTIONS TO DEFINITIONS AND INSTRUCTIONS

1. EchoStar objects to DIRECTV's Requests for Admissions, including the definitions and instructions, to the extent they: (a) contain questions which exceed the scope and requirements of the applicable federal and local rules; (b) purport to require discovery not provided for by these rules, including, but not limited to discovery on subjects not at issue in this case; and (c) purport to require discovery of documents and information protected from discovery by the attorney-client privilege, the work product doctrine or any other applicable privilege.

2. EchoStar objects to DIRECTV's definitions to the extent that they are inconsistent with the ordinary and customary meaning of such words and phrases.

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)

Answer:

EchoStar admits that the October 5, 1997 edition of the Denver Post does attribute the quoted sentence to Mr. Ergen. However, as that the event that is being reported occurred approximately three years prior to the date of these requests for admissions, EchoStar can neither admit nor deny.

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2. Admit that EchoStar competes with cable for subscribers.

Answer:

EchoStar objects that this request for admission is vague and ambiguous, such that any response given by EchoStar may be misleading in light of the objectionable request. Subject to the aforementioned objection, EchoStar responds as follows.

EchoStar admits that when PrimeStar was owned by cable companies, EchoStar competed indirectly with cable (by virtue of its PrimeStar ownership) for satellite subscribers. Now that Primestar is owned by DIRECTV, EchoStar does not compete directly with cable for satellite subscribers.

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

Answer:

Denied.

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

Answer:

Denied.

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

Answer:

Denied.

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6. Admit that EchoStar competes with Home Satellite Dish for subscribers.

Answer:

EchoStar objects to this request for admission in that the term "Home Satellite Dish" is undefined in DIRECTV's Requests for Admission and EchoStar cannot understand exactly what is being asked. However, EchoStar does admit that it competes with DIRECTV and HUGHES for the sale and distribution of "satellite TV equipment," as that term is defined in DIRECTV's Requests for Admissions.

7. Admit that EchoStar had the opportunity to bid on the programming and distribution of sporting events with the National Football League.

Answer:

Denied.

8. Admit that EchoStar had the opportunity to bid on the programming and distribution of sporting events with the National Basketball Association.

Answer:

Denied.

9. Admit that EchoStar had the opportunity to bid on the programming and distribution of sporting events with the National Hockey League.

Answer:

EchoStar admits that it submitted one bid in 1999 for the 1999-2000 season, but was told by the National Hockey League that DIRECTV had increased its payment to the National Hockey League in order to induce the National Hockey League to exclude EchoStar.

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10. Admit that EchoStar had the opportunity to bid on the programming and distribution of sporting events with Major League Baseball.

Answer:

Denied.

11. Admit that EchoStar distributes its satellite TV equipment and service directly to consumers through its dishnetwork.com website.

Answer:

EchoStar admits that it distributes very small quantities of satellite TV equipment and service directly to consumers through its dishnetwork.com website.

12. Admit that EchoStar distributes its satellite TV equipment and service through the retailers identified on its dishnetwork.com website.

Answer:

EchoStar admits that it distributes its satellite TV equipment and service through the retailers identified on its dishnetwork.com website.

13. Admit that EchoStar distributes its satellite TV equipment and service directly to consumers through its 1-800-333-DISH (3474) toll-free number.

Answer:

EchoStar admits that it distributes very small quantities of its satellite TV equipment and service directly to consumers through its 1-800-333-DISH (3474) toll-free number.

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14. Admit that, before the date that EchoStar signed an agreement to merge with (or acquire) Kelly Broadcasting Systems, EchoStar knew that DIRECTV and Kelly Broadcasting Systems had signed a contract granting DIRECTV the exclusive right to distribute certain ethnic programming supplied by Kelly Broadcasting Systems.

Answer:

Denied.

15. Admit that, before the date that EchoStar signed an agreement to merge with (or acquire) Kelly Broadcasting Systems, EchoStar knew that Kelly Broadcasting signed an agreement with DIRECTV under which Kelly Broadcasting had agreed to become a sales agent for DIRECTV.

Answer:

Denied.

16. Admit that, on or before the date that EchoStar signed an agreement to merge with (or acquire) Kelly Broadcasting Systems, EchoStar knew that the agreement between DIRECTV and Kelly Broadcasting could not be assigned or otherwise transferred by Kelly Broadcasting to any competitor of DIRECTV.

Answer:

Denied.

FCC000000271

FOR PUBLIC INSPECTION

Submitted this 8th day of September 2000.

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FOR PUBLIC INSPECTION

CERTIFICATE OF SERVICE

I hereby certify that on this the 8th day of September, 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:

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Attorneys for Thomson Consumer Electronics

Ross W. Wooten

FCC000000273

FOR PUBLIC INSPECTION

EXHIBIT 3

FOR PUBLIC INSPECTION

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PARTNERSHIPS INCLUDING PROFESSIONAL CORPORATIONS

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Christopher J. Heck
To Call Writer Directly:
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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

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

FOR PUBLIC INSPECTION

****
*** TX REPORT ***
****

TRANSMISSION OK

TX/RX NO	4497
CONNECTION TEL	91#0082#17139524994#
SUBADDRESS	
CONNECTION ID	WELCH AND ASSOC
ST. TIME	09/21 14:51
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PGS.	3
RESULT	OK

KIRKLAND & ELLIS

Fax Transmittal

777 South Figueroa Street
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Please notify us immediately if any pages are not received

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IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY AT: (213) 680-8400.

To:	Rose W. Wooten, Esq.	***From:***	Christopher J. Heck
Company:	T. Wade Welch & Associates	***Fax #:***	213-680-8500
Fax #:	(713) 952-4994	***Direct #:***	(213) 680-8494
Direct #:	(713) 952-4334	***Date:***	September 21, 2000
Pages:	3 (including this cover sheet)		

Message:

FCC000000277

EXHIBIT 4

FOR PUBLIC INSPECTION

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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

FOR PUBLIC INSPECTION

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'[1] (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.

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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.

FCC000000282

FOR PUBLIC INSPECTION

Submitted this 4 day of October 2000.

T. WADE WELCH & ASSOCIATES

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FCC000000283

FOR PUBLIC INSPECTION

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:

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Ross W. Wooten

FCC000000284

FOR PUBLIC INSPECTION

EXHIBIT 5

FOR PUBLIC INSPECTION

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FACSIMILE TRANSMITTAL COVER SHEET

467

DATE: October 5, 2000

THE FOLLOWING TRANSMITTAL IS ADDRESSED TO:

TO	Company	Fax Number
John A. Desisto	Featherstone Desisto LLP	303-626-7101
Eric C. Liebler	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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FOR PUBLIC INSPECTION

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ROSS W. WOOTEN

October 5, 2000

VIA U.S. MAIL

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Washington, D.C. 20036

RE: Case No. 00-K-212 Echostar Communications Corp., et al. v. DirecTV, 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

FOR PUBLIC INSPECTION

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 Hughes[1] (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.

FOR PUBLIC INSPECTION

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 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.

FOR PUBLIC INSPECTION

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.

FOR PUBLIC INSPECTION

Submitted this 5th day of October 2000.

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FOR PUBLIC INSPECTION

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:

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FOR PUBLIC INSPECTION