



VENDOR: NAGRASTAR LLC.

90 INVERNESS CIR E
ENGLEWOOD, CO 80112
United States

Phone: - Fax: -

SHIP TO:
90 INVERNESS CIRCLE EAST
Englewood, CO 80112
United States

BILL TO:
CORPORATE ACCOUNTS PAYABLE
PO Box 6622
Englewood, CO 80155
United States

PURCHASE ORDER	
Purchase Order	Rev Page
3200126	1 1 OF 3
DATE OF ORDER	05-JAN-04
BUYER	F Arent
DATE OF REV	26-JAN-04
BUYER	F Arent
CONTACT PHONE:	(303) 723-1000

CUST ACCT	VENDOR NO	PAYMENT TERMS	FREIGHT TERMS	FOB	CURRENCY	SHIP VIA
36372		MONTHLY 30 DAYS	CFEDIA	DESTINATION	USD	OTHER

Vendor Contact: Requestor: Arent, Fred E
Vendor Tax Id: 84-1447938

This Blanket Purchase Order is subject to successful qualification of the part listed within.

In the event that the S01 smartcards are compromised within four (4) years from each smartcard shipment, and security cannot be restored, in a reasonable time period, without swapping them during the warranty period of four (4) years, Nagrastar will replace for free the S01 cards shipped against this Purchase Order to be used in a global field swap of the remaining S01 cards active in the field.

In the event that the S01 smartcards shipped against this Purchase Order are compromised after four (4) years from each smartcard shipment, and security cannot be restored in a reasonable time period without swapping them, and a rental model agreement has not been reached, the cost of a replacement card to be used in a global field swap of the remaining S01 cards active in the field will be \$7.50 from Nagrastar and/or Nagracard. This cost is valid for a replacement card that is based on similar technology as the S01 and for an exchange rate from US dollars to Swiss Franc equivalent to the 1.55 Sfrancs/1 US\$.

Smartcards will be designed for permanent continuous operation for at least four (4) years with a global annual failure rate of 1% or less of total active cards. If the failure rate of smartcards that are within four (4)

TOTAL

Continued ...

EXHIBIT 2013

Cindy L. Stone

AUTHORIZED SIGNATURE

SELLER AGREES TO THE ATTACHED PURCHASE ORDER TERMS AND CONDITIONS



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36372	MONTHLY	30 DAYS	CI/FDIA	DESTINATION	USD	OTHER

Vendor Contact: Requestor: Arent, Fred E Vendor Tax Id: 84-1447938

Years of their first activation is higher than 1% of total shipped cards, NagraCard will replace for free the cards shipped against this Purchase Order that are less than four (4) years old and that fail in excess of the above mentioned failure rate.

EchoStar, NagraStar and NagraCard will in good faith negotiate the terms of a new business model for the rental of security modules and warranty conditions before the release of the first smartcard listed within. The goal being to: Achieve the longest possible product and security life of smartcards, while keeping the product life always greater than the security life of the smartcard, while, in the short term, not penalizing NagraStar or NagraCard, give a long term financial incentive and compensation for the added costs and risks to prolong the physical and security life of the smartcards without requiring a new smartcard exchange.

This Blanket Purchase Agreement is issued to support the S01 smartcard exchange. EchoStar may, week to week, specify in shipping releases to be furnished to NagraStar, deliveries to be made only in the quantities, locations, and times specified in such releases.

All documentation must reference an EchoStar Purchase Order & Release number for payment.

TOTAL

Continued ...

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BUYER F Arent

DATE OF REV 26-JAN-04

BUYER F Arent

CONTACT PHONE: (303) 723-1000

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	36372	MONTHLY 30 DAYS	CIFDIA	DESTINATION	USD	OTHER

Vendor Contact:

Requestor:
Arent, Fred E

Vendor Tax Id:
84-1447938

LINE	ITEM NUMBER / DESCRIPTION	R	DLVRY DATE	QUANTITY	UOM	UNIT PRICE	EXTENSION	TAX
1	127843	0		4000000	Each	7.5	30,000,000.00	N

SMARTCARD, W/GRAPHICS S01 - FIELD SWAP

This Blanket Purchase Order is subject to successful qualification of the part listed within.

TOTAL

30,000,000.00

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