

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DIRECTV, Inc.		04/13/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	335 Madison Avenue
Internal Address:	Mail Code: NY1-503-04.03
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	2715585	D
Registration Number:	2738513	DIRECTV
Registration Number:	2740757	DIRECTV
Registration Number:	2820253	DIRECTV
Registration Number:	2628178	DIRECTV
Registration Number:	2618103	DIRECTV
Registration Number:	2618102	DIRECTV
Registration Number:	2639279	DIRECTV
Registration Number:	2769527	DIRECTV PARA TODOS
Registration Number:	2698197	DIRECTV
Registration Number:	1989358	
Registration Number:	2503432	DIRECTV
Registration Number:	2753359	DIRECTV PARA TODOS

OP \$565.00 2715585

Registration Number:	2372271	
Registration Number:	2601497	D
Registration Number:	2525509	D
Registration Number:	1872038	DIRECTV
Registration Number:	2901567	DISCOVER THE DIRECTV DIFFERENCE BETTER ENTERTAINMENT MORE VALUE
Serial Number:	78346330	DIRECTV CHANNEL
Serial Number:	76342841	DIRECTV
Serial Number:	76342834	DIRECTV
Serial Number:	76340810	DIRECTV

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 919 286-8049
Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27650

NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	06/02/2005

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

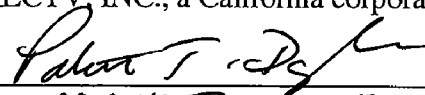
Please be advised that pursuant to that certain Security Agreement dated as of April 13, 2005 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The Grantors and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

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very truly yours,

DIRECTV, INC., a California corporation

By: 
Name: PATRICK T. DOYLE
Title: SUP, Treasurer

Grantor's Address:

2230 E. Imperial Highway
El Segundo, California 90245

DIRECTV HOLDINGS LLC
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 003095 FRAME: 0670

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: 

Name: Amy B. Peden

Title: Vice President

DIRECTV HOLDINGS LLC
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 003095 FRAME: 0671

DIRECTV, INC.
(California Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
D and Design	2715585	5/13/03
DIRECTV and Design	2738513	7/15/03
DIRECTV and Design	2740757	7/22/03
DIRECTV and Design	2820253	3/2/04
DIRECTV and Design	2628178	10/1/02
DIRECTV and Design	2618103	9/10/02
DIRECTV and Design	2618102	9/10/02
DIRECTV and Design	2639279	10/22/02
DIRECTV PARA TODOS	2769527	9/30/03
DIRECTV	2698197	3/18/03
Design Only	1989358	7/23/96
DIRECTV	2503432	11/6/01
DIRECTV PARA TODOS	2753359	8/19/03
Design Only	2372271	8/1/00
D and Design	2601497	7/30/02
D and Design	2525509	1/1/02
DIRECTV	1872038	1/3/95
DISCOVER THE DIRECTV DIFFERENCE BETTER ENTERTAINMENT MORE VALUE	2901567	11/9/04

Pending Applications

Mark	Application No.	Filing Date
DIRECTV CHANNEL	78346330	12/29/03
DIRECTV and Design	76342841	11/28/01
DIRECTV and Design	76342834	11/28/01
DIRECTV and Design	76340810	11/21/01