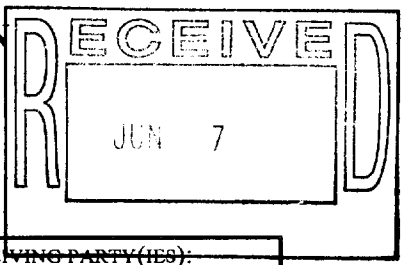


msd 6-7-99

06-17-1999

ES ELECTRONICS CORPORATION

200 N. Sepulveda Blvd.
P.O. Box 956, ES, 001, M/S A109
El Segundo, CA 90056
(310) 662-9931



101068117

<p>1. NAME OF CONVEYING PARTY(IES):</p> <p>UNITED STATES SATELLITE BROADCASTING COMPANY, INC. a Minnesota Corporation 3415 University Avenue West St. Paul, Minnesota 55114</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY(IES):</p> <p>HUGHES ELECTRONICS CORPORATION a Delaware Corporation 200 N. Sepulveda Blvd. El Segundo, California 90245</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>3a. EXECUTION DATE: May 19, 1999 3b. EFFECTIVE DATE: May 20, 1999</p>	<p>2a. ASSIGNEE A FOREIGN ENTITY:</p> <p>Yes: _____ No: <input checked="" type="checkbox"/></p> <p>2b. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>Yes: _____ No: <input checked="" type="checkbox"/></p>
<p>4a. TRADEMARK APPLICATION NOS.:</p> <p>Ser. No. <u>75/584,677</u> - CHANNEL 999</p> <p>Additional numbers attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>4b. TRADEMARK REGISTRATION NO(S).:</p> <p>Reg. No. 1,916,842 - USSB and Design Reg. No. 1,918,379 - USSB Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. NAME AND ADDRESS OF CORRESPONDENT:</p> <p>Tina M. Pompey C/O Corporate Patents and Licensing Hughes Electronics Corporation P.O. Box 956, ES, Bldg. 001, M/S A109 El Segundo, CA 90245-0956</p>	
<p>6. TOTAL NUMBER OF TITLES: 29</p> <p>7. TOTAL FEE: \$ 740.00</p> <p>8. CHECK ENCLOSED: <input checked="" type="checkbox"/> No (CHARGE FEES TO DEPOSIT ACCOUNT NO. 50-0383)</p>	<p>9. The undersigned declares to the best of her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p><i>Tina M Pompey</i> Tina M. Pompey Dated: 6/1, 1999</p> <p style="text-align: right;">1 of 9</p>

I hereby certify that a copy of this document is being deposited with the United States Postal Service by First Class Mail, addressed to: BOX: ASSIGNMENT/FEE, The Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, this 2 day of June, 1999

06/17/1999 DNGUYEN 00000177 500383 75584677
01 FC:481 40.00 CH
02 FC:482 700.00 CH

Janet Bollinger
Janet Bollinger

Additional Trademark Application Nos.:

Ser. No. 75/179,316 – DELIVERING THE MAGIC OF TELEVISION AND THE WONDER OF ENTERTAINMENT

Ser. No. 75/511,081 – THE ULTIMATE MOVIE EXPERIENCE ON TV

Ser. No. 75/519,689 – THE USSB MOVIE ZONE

Ser. No. 75/584,678 – THE PLACE TO START WHEN YOU TURN ON YOUR TV

Ser. No. 75/648,278 – THE BEST BOXING ON TV IS ON USSB

Ser. No. 75/648,279 – ENTERTAINMENT UNLIMITED

Additional Trademark Registration Nos.:

Reg. No. 1,464,873 – USTV

Reg. No. 1,925,917 – USSB ENTERTAINMENT PLUS

Reg. No. 1,960,525 – WE’VE GOT YOUR WINNING NUMBERS

Reg. No. 1,960,526 – START WITH THE BEST, THEN ADD THE REST

Reg. No. 1,965,748 – GET THE BIGGEST HITS ON THE SMALLEST DISH

Reg. No. 1,968,674 – SELECT ONE PLUS

Reg. No. 1,968,679 – FREEVIEW

Reg. No. 1,968,697 – FREEWAY

Reg. No. 1,970,212 – USSB FREEVIEW

Reg. No. 1,971,514 – USSB SPOTLIGHT & Design

Reg. No. 2,012,919 – 1-800-BETTER TV

Reg. No. 2,031,635 – Satellite Dish Design

Reg. No. 2,062,323 – USSB & Circle Design

Reg. No. 2,111,223 – YOU CAN SEE EVERYTHING FROM HERE

Reg. No. 2,120,831 – U.S. SATELLITE BROADCASTING

Reg. No. 2,124,208 – BIG EVENTS

Reg. No. 2,126,903 – USSB SPOTLIGHT & Design

Reg. No. 2,146,768 – EASE & Design

Reg. No. 2,162,030 – THE STANDARD IN SATELLITE TV

Reg. No. 2,198,609 – NEWS AND VIEWS

**ASSIGNMENT OF TRADEMARKS
WITH AUTHORIZATION AND APPOINTMENT BY ASSIGNOR**

WHEREAS, United States Satellite Broadcasting Company, Inc., a Minnesota corporation, having a principal place of business at 3415 University Avenue West, St. Paul, Minnesota 55114 (hereinafter "Assignor") is the record owner of the trademarks, service marks, applications and registrations shown on the attached Schedule A;

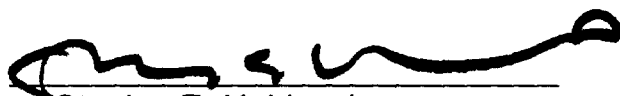
WHEREAS, pursuant to an Agreement and Plan of Merger dated December 11, 1998, Assignor transferred its entire business and the goodwill symbolized therewith and the trademarks on Schedule A to Hughes Electronics Corporation, a Delaware corporation, having a principal place of business at 200 North Sepulveda Boulevard, El Segundo, CA 90245, (hereinafter "Assignee");

WHEREAS, the parties desire to place record title in and to the trademarks, service marks, applications and registrations as set forth in the attached Schedule A (the "Marks") in the name of Assignee;

NOW, THEREFORE, good and valuable consideration being extant, the receipt and sufficiency of which Assignor acknowledges, Assignor has assigned and hereby assigns effective as of May 20, 1999 to Assignee all of its rights, title and interest in and to the Marks shown on Schedule A, and the goodwill of the business symbolized thereby, and authorizes and appoints Assignee and grants Assignee full power of attorney to execute all necessary papers and oaths, including, assignments, powers of attorney, and statements of the case, on Assignor's behalf that are deemed necessary or desirable by Assignee for perfecting, affirming, recording and maintaining title in and to those marks listed on Schedule A worldwide and any other mark used in connection with the business of Assignor.

UNITED STATES SATELLITE
BROADCASTING COMPANY, INC.

May 19, 1999
Date

By: 
Name: Stanley E. Hubbard
Title: President and CEO

Agreed and consented to this 20th day of May, 1999.

HUGHES ELECTRONICS CORPORATION

By: _____
Name:
Title:

**ASSIGNMENT OF TRADEMARKS
WITH AUTHORIZATION AND APPOINTMENT BY ASSIGNOR**

WHEREAS, United States Satellite Broadcasting Company, Inc., a Minnesota corporation, having a principal place of business at 3415 University Avenue West, St. Paul, Minnesota 55514 (hereinafter "Assignor") is the record owner of the trademarks, service marks, applications and registrations shown on the attached Schedule A;

WHEREAS, pursuant to an Agreement and Plan of Merger dated December 11, 1998, Assignor transferred its entire business and the goodwill symbolized therewith and the trademarks on Schedule A to Hughes Electronics Corporation, a Delaware corporation, having a principal place of business at 200 North Sepulveda Boulevard, El Segundo, CA 90245, (hereinafter "Assignee");

WHEREAS, the parties desire to place record title in and to the trademarks, service marks, applications and registrations as set forth in the attached Schedule A (the "Marks") in the name of Assignee;

NOW, THEREFORE, good and valuable consideration being extant, the receipt and sufficiency of which Assignor acknowledges, Assignor has assigned and hereby assigns effective as of May 20, 1999 to Assignee all of its rights, title and interest in and to the Marks shown on Schedule A, and the goodwill of the business symbolized thereby, and authorizes and appoints Assignee and grants Assignee full power of attorney to execute all necessary papers and oaths, including, assignments, powers of attorney, and statements of the case, on Assignor's behalf that are deemed necessary or desirable by Assignee for perfecting, affirming, recording and maintaining title in and to those marks listed on Schedule A worldwide and any other mark used in connection with the business of Assignor.

UNITED STATES SATELLITE
BROADCASTING COMPANY, INC.

Date

By: _____

Name:

Title:

Agreed and consented to this 18th day of MAY, 1999.

HUGHES ELECTRONICS CORPORATION

By: 

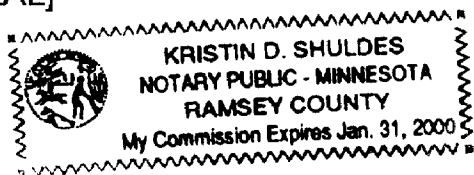
Name: EDDY W. HARTENSTEIN

Title: SENIOR VICE PRESIDENT

City of St. Paul :
: ss:
State of Minnesota :

Now comes Stanley E. Hubbard, who, being duly sworn, states that he is the President and Chief Executive Officer of United States Satellite Broadcasting Company, Inc., a Minnesota corporation; that he is authorized to execute the foregoing Assignment on behalf of said corporation, and that he executed it as his free act and deed and as the free act and deed of the corporation this 19th day of May, 1999.

[SEAL]



Kristin D. Shuldes
Notary Public

My Commission Expires: 1/31/00

City of _____ :
: ss:
State of _____ :

Now comes _____, who, being duly sworn, states that s/he is the _____ of the Hughes Electronics Corporation, a Delaware corporation; that s/he is authorized to execute the foregoing Assignment on behalf of said corporation, and that s/he executed it as her/his free act and deed and as the free act and deed of the corporation this _____ day of _____, 1999.

[SEAL]

Notary Public

My Commission Expires: _____

City of _____ :
:
State of _____ :

SS:

Now comes _____, who, being duly sworn, states that s/he is the _____ of the United States Satellite Broadcasting Company, Inc., a Minnesota corporation; that s/he is authorized to execute the foregoing Assignment on behalf of said corporation, and that s/he executed it as her/his free act and deed and as the free act and deed of the corporation this _____ day of _____, 1999.

[SEAL]

Notary Public

My Commission Expires: _____

City of LOS ANGELES :
:
State of CALIFORNIA :

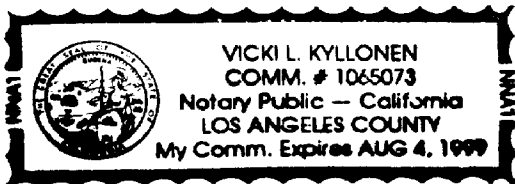
SS:

Now comes EDDY W. HARTENSTEIN, who, being duly sworn, states that s/he is the SENIOR VICE PRESIDENT of the Hughes Electronics Corporation, a Delaware corporation; that s/he is authorized to execute the foregoing Assignment on behalf of said corporation, and that s/he executed it as her/his free act and deed and as the free act and deed of the corporation this 18th day of MAY, 1999.

[SEAL]

Vicki L. Kyllonen
Notary Public

My Commission Expires: AUG 4, 1999



SCHEDULE A

Country	Status	Trademark Name	Appl. No.	Filing Date	Reg. No.	Reg. Date
United States	Registered	1-800-BETTER TV	74/679,978	25-May-1995	2,012,919	29-Oct-1996
United States	Registered	BIG EVENTS	75/015,796	07-Nov-1995	2,124,208	23-Dec-1997
United States	Pending	CHANNEL 999	75/584,677	05-Nov-1998		
United States	Pending	DELIVERING THE MAGIC OF TELEVISION AND THE WONDER OF ENTERTAINMENT	75/179,316	26-Sep-1996		
United States	Registered	EASE and Design	75/172,263	26-Sep-1996	2,146,768	24-Mar-1998
United States	Pending	ENTERTAINMENT UNLIMITED	75/648,279	17-Aug-1998		
United States	Registered	FREEVIEW	74/698,857	10-Jul-1995	1,968,679	16-Apr-1996
United States	Registered	FREEWAY	74/723,932	01-Sep-1995	1,968,697	16-Apr-1996
United States	Registered	GET THE BIGGEST HITS ON THE SMALLEST DISH	74/680,517	25-May-1995	1,965,748	02-Apr-1996
United States	Registered	Miscellaneous Design (Satellite Dish)	74/698,911	10-Jul-1995	2,031,635	21-Jan-1997

Country	Status	Trademark Name	Appl. No.	Filing Date	Reg. No.	Reg. Date
United States	Registered	NEWS AND VIEWS	75/400,061	04-Dec-1997	2,198,609	20-Oct-1998
United States	Registered	SELECT ONE PLUS	74/696,415	29-Jun-1995	1,968,674	16-Apr-1996
United States	Registered	START WITH THE BEST, THEN ADD THE REST	74/681,329	25-May-1995	1,960,526	05-Mar-1996
United States	Pending	THE BEST BOXING ON TV IS ON USSB	75/648,278	17-Aug-1998		
United States	Pending	THE PLACE TO START WHEN YOU TURN ON YOUR TV	75/584,678	05-Nov-1998		
United States	Registered	THE STANDARD IN SATELLITE TV.	75/296,364	22-May-1997	2,162,030	02-Jun-1998
United States	Pending (Action Suspended)	THE ULTIMATE MOVIE EXPERIENCE ON TV	75/511,081	24-Jun-1998		
United States	Published on 23-Mar-1999	THE USSB MOVIE ZONE	75/519,689	14-Jul-1998		
United States	Registered	U.S. SATELLITE BROADCASTING	75/034,236	13-Dec-1995	2,120,831	16-Dec-1997
United States	Registered	USSB	74/557,631	05-Aug-1994	1,918,379	12-Sep-1995
United States	Registered	USSB and Design	74/557,630	05-Aug-1994	1,916,842	05-Sep-1995

TRADEMARK

REEL: 001913 FRAME: 0785

Country	Status	Trademark Name	Appl. No.	Filing Date	Reg. No.	Reg. Date
United States	Registered	USSB and Design (In Circle)	75/052,140	02-Feb-1996	2,062,323	13-May-1997
United States	Registered	USSB ENTERTAINMENT PLUS	74/593,959	02-Nov-1994	1,925,917	10-Oct-1995
United States	Registered	USSB FREEVIEW	74/699,059	10-Jul-1995	1,970,212	23-Apr-1996
United States	Registered	USSB SPOTLIGHT and Design	74/699,057	10-Jul-1995	1,971,514	30-Apr-1996
United States	Registered	USSB SPOTLIGHT and Design (USSB in a Circle in the O of Spotlight).	75/172,264	26-Sep-1996	2,126,903	06-Jan-1998
United States	Registered (Section 8&15 acknowledged and accepted 7/26/93)	USTV	73/581,219	04-Feb-1986	1,464,873	10-Nov-1987
United States	Registered	WE'VE GOT YOUR WINNING NUMBERS	74/681,328	25-May-1995	1,960,525	05-Mar-1996
United States	Registered	YOU CAN SEE EVERYTHING FROM HERE.	75/037,537	27-Dec-1995	2,111,223	04-Nov-1997

TRADEMARK
REEL: 001913 FRAME: 0786

TINA M. POMPEY, Trademark Counsel



HUGHES

Building 001 M/S A109
Telephone: (310) 662-9931
Telefax: (310) 322-0729

June 1, 1999



06-07-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #01

The Assistant Commissioner for
Trademarks
United States Patent and Trademark Office
2900 Crystal Drive
Arlington, VA 22202-3513

Re: Acquisition of UNITED STATES SATELLITE BROADCASTING
COMPANY, INC. by HUGHES ELECTRONICS CORPORATION

Dear Sir/Madam:

Enclosed are the following documents for filing in connection with the above-captioned acquisition:

1. Assignment of Trademarks With Authorization and Appointment by Assignor

The fees required in connection with the assignment, a total of \$740.00 in this matter, should be charged to this firm's deposit account, No. 50-0383.

Sincerely,

HUGHES ELECTRONICS



Tina M. Pompey
Trademark Counsel

TMP/jb

Enclosures

Corporate Offices
200 N. Sepulveda Blvd.
P.O. Box 956
El Segundo, CA 90245-0856

RECORDED: 06/07/1999

TRADEMARK
REEL: 001913 FRAME: 0787