

# HUGHES ELECTRONICS CORPORATION

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

08-24-1999

08-16-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #22



101124898

<p>1. NAME OF CONVEYING PARTY(IES):</p> <p>PRIMESTAR, Inc. a Delaware Corporation 8085 South Chester Street Englewood, CO 80112</p> <p><i>MPS 8-16-99</i></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: June 15, 1999 3b. EFFECTIVE DATE: April 28, 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. 75/492,495 - DIGITAL ADVANTAGE</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. 2,116,617 - STARPOWER</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" 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><i>UOE</i></p>
<p>6. TOTAL NUMBER OF TITLES: 5</p> <p>7. TOTAL FEE: \$ 200.00</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: <i>8/10</i>, 1999</p> <p>1 of 5</p>

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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 11 day of August, 1999

*Janet Bollinger*

TRADEMARK  
REEL: 001946 FRAME: 0887

Additional Trademark Application Nos.:

Ser. No. 75/184,902 – STARSOURCE

Ser. No. 75/184,906 – STARSOURCE PLUS

Ser. No. 75/215,722 – STARBACKER

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

WHEREAS, TCI Satellite Entertainment Inc., a Delaware corporation, having its principal place of business at 8085 South Chester Street, Englewood, CO 80112 ("TSAT"), and PRIMESTAR, Inc., a Delaware corporation, having its principal place of business at 8085 South Chester Street, Englewood, CO 80012 ("Assignor") are the record owners of the trademarks, service marks, applications and registrations shown on the attached Schedule A;

WHEREAS, as the result of a restructuring which took place on April 1, 1998, TSAT assigned all of its rights, title and interest, in and to the marks on Schedule A, and the goodwill symbolized therewith to Assignor; and

WHEREAS, pursuant to an Asset Purchase Agreement dated January 22, 1999, and effective April 28, 1999, Assignor transferred all Intellectual Property used in the Business, as such terms are defined in the Asset Purchase Agreement, 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, Hughes Electronics Corporation, as a result of said transfer and a series of subsequent interorganizational assignments involving various Hughes subsidiaries, ("the Hughes parties") is now the owner of the Intellectual Property;

WHEREAS, subsequent to said transfer, Assignor changed its name to Phoenixstar, Inc.


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 April 28, 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.

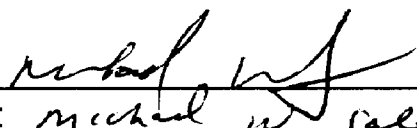
PHOENIXSTAR, INC.  
(Formerly known as Primestar, Inc.)

6/15/99  
Date

By:   
Name: Kenneth G. Carroll  
Title: Senior Vice President and CFO

Agreed and consented to this 30 day of June, 1999.

HUGHES ELECTRONICS CORPORATION

By:   
Name: Michael W. Sales  
Title: VP and Asst Secretary

## SCHEDULE A

<u>Trademark/Service Mark</u>	<u>Ser. No./Reg. No.</u>	<u>Class</u>	<u>Applicant</u>
DIGITAL ADVANTAGE	75/492,495	38	PRIMESTAR, Inc.
STARSOURCE	75/184,902	9	TCI Satellite Entertainment, Inc.
STARSOURCE PLUS	75/184,906	9	TCI Satellite Entertainment, Inc.
STARBACKER	75/215,722	9	TCI Satellite Entertainment, Inc.
STARPOWER	2,116,617	36	TCI Satellite Entertainment, Inc.