



11-08-1999

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #30

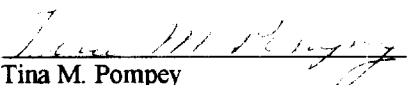
HUGHES ELECTRONICS CORPORATION

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

11-15-1999

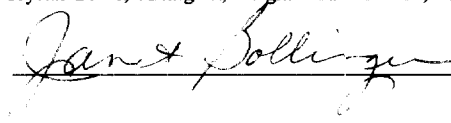


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|---|---|
| 1. NAME OF CONVEYING PARTY(IES): HUGHES COMMUNICATIONS, INC. a California Corporation 1500 Hughes Way Long Beach, CA 90810-9928 | 2. NAME AND ADDRESS OF RECEIVING PARTY(IES): DIRECTV, Inc. a California Corporation 2230 E. Imperial Highway El Segundo, California 90245 |
| 3. NATURE OF CONVEYANCE: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ 3a. EXECUTION DATE: November 4, 1999 3b. EFFECTIVE DATE: November 1, 1994 | 2a. ASSIGNEE A FOREIGN ENTITY: Yes: _____ No: <input checked="" type="checkbox"/> 2b. DOMESTIC REPRESENTATIVE DESIGNATED: Yes: _____ No: <input checked="" type="checkbox"/> |
| 4a. TRADEMARK APPLICATION NOS.: Additional numbers attached Yes <input checked="" type="checkbox"/> No | 4b. TRADEMARK REGISTRATION NO(S).: Reg. No. 1,989,358 – Cyclone Design Reg. No. 1,994,233 – DIRECT TICKET Additional numbers attached? Yes <input checked="" type="checkbox"/> No |
| 5. NAME AND ADDRESS OF CORRESPONDENT: 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 | |
| 6. TOTAL NUMBER OF TITLES: 2 7. TOTAL FEE: \$ 50.00 8. CHECK ENCLOSED: <input checked="" type="checkbox"/> No (CHARGE FEES TO DEPOSIT ACCOUNT NO. 50-0383) | 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.  Tina M. Pompey Dated: November 4, 1999 |

1 of 7

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 4 day of November, 1999


Janet Solinger

TRADEMARK
REEL: 001988 FRAME: 0130

CONFIRMATORY ASSIGNMENT OF TRADEMARKS

WHEREAS, HUGHES COMMUNICATIONS, INC. a California corporation, having a principal place of business at 1500 Hughes Way, Long Beach, CA 90810-9928 (hereinafter "Assignor") is the record owner of the trademarks, service marks and registrations shown on the attached Schedule A;

WHEREAS, on November 1, 1994, Assignor transferred its entire business and the goodwill symbolized therewith to DIRECTV, INC., a California corporation, having a principal place of business at 2230 E. Imperial Highway, El Segundo, CA 90245, (hereinafter "Assignee"), pursuant to the Reorganization Agreement at the attached Schedule B, including all rights in the trademarks, service marks and registrations shown on the attached Schedule A;

WHEREAS, the parties desire to place record title in and to the trademarks, service marks 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 November 1, 1994 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.

IN WITNESS WHEREOF, Assignor has executed this Assignment effective as of November 1, 1994.

HUGHES COMMUNICATIONS, INC.

4 November 1999
Date

By: Jennifer Snolker
Name: JENNIFER SNOLKER
Title: Secretary

Agreed and confirmed to this 4th day of November, 1999.

DIRECTV, INC.

By: J. L. Williamson
Name: J. L. Williamson
Title: ASST. SECRETARY

SCHEDULE A

| <u>Trademark</u> | <u>Registration No.</u> | <u>Class</u> |
|------------------|-------------------------|-------------------|
| Cyclone Design | 1,989,358 | 16, 25, 38, 41 |
| DIRECT TICKET | 1,994,233 | 16, 38, 41 |

REORGANIZATION AGREEMENT

THIS REORGANIZATION AGREEMENT ("Agreement") is entered into as of November 1, 1994 ("Effective Date") by and among Hughes Aircraft Company, a Delaware corporation ("HAC"), Hughes Communications, Inc., a California corporation and a wholly-owned subsidiary of HAC ("HCI"), Hughes Communications Galaxy, Inc., a California corporation and a wholly-owned subsidiary of HCI ("HCG"), Hughes Communications Satellite Services, Inc., a California corporation and a wholly-owned subsidiary of HCI ("HCSSI"), DIRECTV, Inc., a California corporation formerly named "Hughes Communications Direct Broadcast Service Inc." and a wholly-owned subsidiary of HCI ("DIRECTV"), DIRECTV Enterprises, Inc., a Delaware corporation which has not issued any shares of capital stock prior to the Effective Date ("Enterprises") and DIRECTV Operations, Inc., a California corporation which has not issued any shares of capital stock prior to the Effective Date ("Operations") (HAC, HCI, HCG, HCSSI, DIRECTV, Enterprises and Operations are each sometimes referred to as a "party" and two or more of them are sometimes referred to as "parties").

Recitals

A. Since 1983, HCI, directly or through its subsidiaries, has actively conducted various business activities in the satellite operations and services business, including providing satellite transponder and transmission capacity for cable television and broadcast television customers and for broadcast video and interactive data, voice and communications networks. As part of an expansion of this business, utilizing its know how in satellite transmission and related activities, HCI, with the approval and support of HAC and its parent company, GM Hughes Electronics Corporation, a Delaware corporation ("Hughes"), formed DIRECTV to provide direct broadcast satellite ("DBS") services and related activities, including acquiring, marketing, promoting, selling and/or distributing DBS programming or other services distributed via satellite and such other services and products as are ancillary thereto (the "DBS Services").

B. Prior to January 1, 1994, HCI and its subsidiaries, including DIRECTV, acquired or developed various assets and properties, entered into various contracts and incurred various liabilities in connection with providing the DBS Services. Effective on January 1, 1994 ("Assumption Date"), DIRECTV assumed certain of the contracts, obligations and liabilities previously incurred by HCI and its subsidiaries with respect to the DBS Services, as evidenced by the Assignment and Assumption Agreement attached as Exhibit B (the "Assumption Agreement"), and since that date DIRECTV has itself acquired certain additional assets, entered into various contracts and incurred additional liabilities, and has initiated commercial DBS Services in the 48 contiguous states of the United States using the combined assets and operations of HCI and its subsidiaries associated with the DBS Services,

including those existing at January 1, 1994 and those subsequently acquired or developed.

C. HCI and its subsidiaries, other than DIRECTV, have pursued various initiatives related to providing DBS Services in countries other than the United States and Canada (the "International DBS Services").

D. As of October 31, 1994, the assets and properties associated with the DBS Services provided by DIRECTV (excluding assets and properties which relate solely to the International DBS Services) are owned as specified in Exhibit D.1. As indicated in such Exhibit: (i) HCG presently owns the two orbiting Ku-Band DBS satellites (the "Existing DBS Satellites") and HCG has been granted all administrative and governmental authority of the U.S. necessary to construct, launch and operate the Existing DBS Satellites for a total of 27 DBS channels at the 101° W.L. orbital location (the "FCC Licenses"); (ii) HCSSI owns the broadcast facility assets, consisting of land, building, fixtures, improvements and equipment located in Castle Rock, Colorado (such assets, other than the land and the telemetry, tracking and control equipment specified in Exhibit D.2 (the "TT&C Equipment"), are referred to as the "Castle Rock Broadcast Facility", and the portion of the parcel of land owned by HCSSI which is reasonably required in connection with the DBS Services provided by DIRECTV and which is more fully described in Exhibit D.3 is referred to as the "Castle Rock Property"; (iii) HCI or a subsidiary owns the monitor center equipment located at DIRECTV's corporate headquarters in El Segundo, California (the "Monitor Equipment"; (iv) HCI or a subsidiary owns office equipment, furniture, fixtures and other assets located at DIRECTV's corporate headquarters in El Segundo, California (the "Office Equipment," which term excludes the Monitor Equipment); (v) HCG is the payee of the Secured Promissory Note dated March 2, 1994 (the "USSB Note") issued jointly and severally by United States Satellite Broadcasting Company, Inc., a Minnesota corporation ("USSB") and its subsidiary, USSB II, a Minnesota corporation ("USSB II") pursuant to the Satellite Payload Purchase Agreement dated May 31, 1991, as amended (the "SPPA") between USSB and HCG, and the USSB Note is secured under that certain Security Agreement dated as of March 2, 1994, (the "Security Agreement") between USSB II and HCG and that certain Pledge Agreement dated as of March 2, 1994 (the "Pledge Agreement") between USSB and HCG (the Security Agreement and the Pledge Agreement, and any collateral security provided for in either such agreement, are collectively referred to as the "USSB Collateral"; (vi) HCI is the registered owner of various domestic and foreign applications for and registrations of trademarks or service marks associated with the DBS Services as listed in Exhibit D.4 ("Existing Marks"), and HCI or its subsidiaries also own or have the right to use certain other Intellectual Property (as defined below) associated with the DBS Services.

E. As of October 31, 1994, HCI or its subsidiaries have entered into various contracts, leases or other agreements associated with the DBS Services, including

2. Reorganization.

2.1 General. The parties intend in this Agreement and the Related Documents to consummate a reorganization (the "Reorganization") of the DIRECTV Group so that, among other things, as of the Effective Date: (a) all Assets shall be transferred by the applicable member of the HCI Group to the applicable member of the DIRECTV Group, (b) Enterprises shall become the parent corporation of the DIRECTV Group, with DIRECTV and Operations as its wholly-owned subsidiaries, and (c) HAC shall become the parent corporation of Enterprises. In addition, following such Reorganization, (x) the Existing DBS Satellites shall be transferred by HCG to HAC, in exchange for cancellation of the related outstanding intercompany debt incurred to purchase and launch such satellites, (y) any other intercompany debt of the HCI Group to HAC arising from the operations of the DIRECTV Group (in the aggregate amount of approximately \$105 million) will be contributed to the capital of HCI and (z) HAC will transfer the Existing DBS Satellites to Enterprises.

2.2 Transactions and Related Documents. As of the Effective Date, the following transactions shall occur and the following agreements and other documents shall be executed by the applicable parties and shall become effective (the actions in paragraphs (a), (b), (c) and (d) shall occur in the order shown as part of the Reorganization; and the actions in the remaining paragraphs of this Section 2.2 shall occur as of the Effective Date, after the completion of the Reorganization):

- (a) Each of HCG, HCSSI and DIRECTV shall transfer to HCI the respective Assets specified or described in Exhibit 2.2(a), by means of a dividend distribution and without further consideration.
- (b) HCI shall: (i) transfer to Operations the Assets specified or described in Exhibit 2.2(b)(i) in exchange solely for the initial issuance by Operations to HCI of 1,000 shares of common stock of Operations and without further consideration; and (ii) transfer to DIRECTV the Existing Marks and all goodwill appurtenant thereto and the other Assets specified or described in Exhibit 2.2(b)(ii), as a capital contribution and without further consideration.
- (c) HCI shall transfer to Enterprises the Assets specified or described in Exhibit 2.2(c) and all the issued and outstanding shares of capital stock of Operations and DIRECTV, in exchange solely for the initial issuance by Enterprises to HCI of 1,000 shares of common stock of Enterprises and without further consideration.
- (d) HCI shall transfer to HAC all the issued and outstanding shares of capital stock of Enterprises by means of a dividend distribution and without further consideration.

Assets Transferred by HCI to DIRECTV*

All Existing Marks and all goodwill appurtenant thereto

Certain other miscellaneous Assets

Certain Office Equipment

not located at the corporate headquarters in El Segundo, CA or at the
Castle Rock Broadcast Facility

* More detailed description available at Hughes.