

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Merger and Change of Name

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hughes Electronics Corporation		03/16/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	The DIRECTV Group, Inc.
Street Address:	2250 East Imperial Highway
City:	El Segundo
State/Country:	CALIFORNIA
Postal Code:	90245
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Serial Number:	76102465	BREAKING THE THOUGHT BARRIER
Serial Number:	76102461	BREAKING THE THOUGHT BARRIER
Serial Number:	76140742	HUGHES

CORRESPONDENCE DATA	
Fax Number:	(206)447-9700
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	206-447-4400
Email:	ockel@foster.com
Correspondent Name:	Nancy V. Stephens
Address Line 1:	Foster Pepper & Shefelman PLLC
Address Line 2:	1111 Third Avenue, Suite 3400
Address Line 4:	Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:	93486-1
NAME OF SUBMITTER:	Lori Ocker

Total Attachments: 3
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Delaware

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The First State

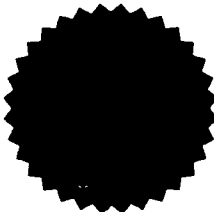
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THE DIRECTV GROUP, INC.", A DELAWARE CORPORATION,
WITH AND INTO "HUGHES ELECTRONICS CORPORATION" UNDER THE NAME OF "THE DIRECTV GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MARCH, A.D. 2004, AT 2:11 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0844677 8100M

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2991223

DATE: 03-16-04

TRADEMARK
REEL: 002874 FRAME: 0764

CERTIFICATE OF OWNERSHIP AND MERGER

OF

The DIRECTV Group, Inc.

WITH AND

INTO

Hughes Electronics Corporation

(UNDER SECTION 253 OF THE DELAWARE
GENERAL CORPORATE LAW)

It is hereby certified that:

1. Hughes Electronics Corporation (the "Corporation") is a corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of capital stock of The DIRECTV Group, Inc., a Delaware corporation (the "Subsidiary").

3. The Corporation hereby agrees to merge the Subsidiary with and into the Corporation (the "Merger").

4. The following are resolutions adopted by the Board of Directors of the Corporation on March 16, 2004:

I. "Approval of Merger of The DIRECTV Group, Inc. with and into the Corporation

RESOLVED, that the Merger shall be effective at the time (the "Effective Time") of the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and

RESOLVED, that pursuant to Section 259 of the DGCL, at the Effective Time, the separate existence of the Subsidiary shall cease, and the Corporation shall continue its existence as the surviving corporation of the Merger; and

RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf the Corporation, to execute and cause to be filed a Certificate of Ownership and Merger with respect to the Merger with the Secretary of the State of Delaware; and

II. Change of corporate name

RESOLVED, that, in connection with the Merger, the Board deems it desirable, advisable and in the best interest of the Corporation and its stockholders to change its corporate name to The DIRECTV Group, Inc., which name change will be effective at the Effective Time; and

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take such additional action and to execute, deliver, file, certify and record such additional documents and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, including the filing of any documents which the Corporation or its counsel deems to be necessary, advisable or appropriate."

5. The Corporation, in connection with the Merger and as the surviving corporation of the Merger, hereby changes its corporate name (the "Name Change") to The DIRECTV Group, Inc. and Article I of the Corporation's Amended and Restated Certificate of Incorporation is hereby amended and restated to read as follows:


"Article I.

The name of the corporation (hereinafter called the "Corporation") is:
The DIRECTV Group, Inc."

6. The Merger and the Name Change shall be effective at the time of the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has hereunto signed this Certificate of Ownership and Merger as of the 12th day of March 2004.

HUGHES ELECTRONICS CORPORATION

By: 
Name: JANET L. WILLIAMS
Title: ASSISTANT SECRETARY