

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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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:	200 N. Sepulveda Blvd.
Internal Address:	P.O. Box 956
City:	El Segundo
State/Country:	CALIFORNIA
Postal Code:	90245
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2526707	DIRECPC

CORRESPONDENCE DATA	
Fax Number:	(847)441-0911
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	847-441-9100
Email:	pto@nealmcdevitt.com
Correspondent Name:	Susan Neal
Address Line 1:	1776 Ash Street
Address Line 4:	Northfield, ILLINOIS 60093

ATTORNEY DOCKET NUMBER:	60092.0053/010
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NAME OF SUBMITTER:	Susan Neal
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Total Attachments: 3
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "THE DIRECTV GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2003, AT 10:56 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2003, AT 12:45 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "HUGHES ELECTRONICS CORPORATION" TO "THE DIRECTV GROUP, INC.", FILED THE SIXTEENTH DAY OF MARCH, A.D. 2004, AT 2:11 O'CLOCK P.M.

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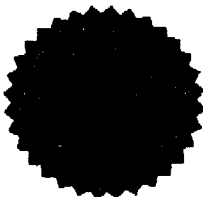


EXHIBIT A

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3109655

DATE: 05-13-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:11 PM 03/16/2004
FILED 02:11 PM 03/16/2004
SRV 040194381 - 0844677 FILE

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 herunto signed this Certificate of Ownership and Merger as of the 14th day of March 2004.

HUGHES ELECTRONICS CORPORATION

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