TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DIRECTV, Inc.		12/20/2011	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	DIRECTV, LLC
Street Address:	2230 East Imperial Hwy
City:	El Segundo
State/Country:	CALIFORNIA
Postal Code:	90245
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 156

Property Type	Number	Word Mark
Registration Number:	4095284	DIRECTV CINEMA
Registration Number:	4095285	DIRECTV CINEMA
Serial Number:	85308390	ULTIMATE MOVIE FAN
Serial Number:	85075323	DON'T JUST WATCH TV. DIRECTV.
Serial Number:	85075321	DON'T JUST WATCH TV. DIRECTV.
Serial Number:	85075318	DON'T JUST WATCH TV.
Serial Number:	85075315	DON'T JUST WATCH TV.
Registration Number:	4084612	NOMAD
Registration Number:	4084611	DIRECTV NOMAD
Registration Number:	4074845	NOMAD
Serial Number:	85080825	DIRECTVFLIX
Registration Number:	4021477	DIRECTV CINEMA
Registration Number:	4021476	DIRECTV CINEMA

OP $3915.00 4095284

Registration Number:	3040990	WORLDDIRECT
Registration Number:	4020251	TITANIUM
Registration Number:	3541804	SPACEWAY
Registration Number:	3416282	GAME LOUNGE
Registration Number:	3403688	PROJECT MYWORLD
Registration Number:	3786334	GAME LOUNGE
Registration Number:	3566063	GAME LOUNGE
Registration Number:	3275193	TITANIUM
Registration Number:	3446850	DIRECPATH
Registration Number:	3424561	DIRECPATH
Registration Number:	3424531	GET THE BEST
Registration Number:	3424530	GET THE BEST
Registration Number:	3681589	GOOD TV. BETTER TV. DIRECTV.
Registration Number:	3403401	GOOD TV. BETTER TV. DIRECTV.
Registration Number:	3396112	D DIRECTV + HDDVR
Registration Number:	3432954	THE 101
Registration Number:	3437948	THE 101
Registration Number:	3396111	DIRECTV + HDDVR
Registration Number:	3396109	DIRECTV + HDDVR
Registration Number:	3396108	DIRECTV PLUS +
Registration Number:	3687565	DIRECTV + PLUS
Registration Number:	3396107	DIRECTV PLUS
Registration Number:	3756174	MFH3
Registration Number:	3532487	MFH2
Registration Number:	3532486	MFH1
Registration Number:	3684511	SOMEBODY UP THERE LOVES YOU
Registration Number:	3690656	SOMEBODY UP THERE LOVES YOU
Registration Number:	3085552	DIRECTV
Registration Number:	3459367	DIRECTV PLUS
Registration Number:	3330982	DIRECTV PLUS
Registration Number:	3276821	DIRECTV PLUS
Registration Number:	3085111	CRICKETTICKET
Registration Number:	3382802	DIRECTV
Registration Number:	3283553	MANDARINDIRECT
Registration Number:	3330839	TAMILDIRECT

	3272839	HINDIDIRECT
Registration Number:	3294785	GUJARATIDIRECT
Registration Number:	3265878	TELUGUDIRECT
Registration Number:	3058952	VIETNAMESEDIRECT
Registration Number:	3415633	DIRECTV ACTIVE
Registration Number:	3225656	DIRECTV WORLDDIRECT
Registration Number:	3317113	DIRECTV WORLDDIRECT
Registration Number:	3301673	WORLDDIRECT
Registration Number:	3551808	NEWSMIX
Registration Number:	3330742	SPORTSMIX
Registration Number:	3034785	OPCION PREMIER
Registration Number:	2994969	DIRECTV MOVERS CONNECTION
Registration Number:	3016460	OPCION COMERCIAL
Registration Number:	3030886	OPCION COMERCIAL
Registration Number:	3023374	DIRECTV CANALES
Registration Number:	3009501	DIRECTV CHANNEL
Registration Number:	2881833	EZALIGN
Registration Number:	2916215	DIRECTV PAY PER VIEW
Registration Number:	3670914	GAME LOUNGE
Registration Number:	3769946	ENGAGE. DELIVER. MEASURE.
Registration Number:	3598468	DIRECTV2PC
Registration Number:	3685302	DIRECTV2PC
Registration Number:	3598467	DIRECTV2PC
Registration Number:	3602472	DILE A TODOS
Registration Number:	3822587	PINOYDIRECT
Registration Number:	4053361	SWIM
Registration Number:	3990391	SWIM
Registration Number:	3553933	POWERFULLY SIMPLE
Registration Number:	3499031	TURBOTUNE
Registration Number:	3435253	MÁS PASIÓN. MÁS EMOCIÓN. MÁS TELEVISIÓN.
Registration Number:	3933168	REPLAYTV
Registration Number:	3316941	SUPERFAN
Registration Number:	3382567	ACCESS DIRECTV
Registration Number:	3771985	GAME LOUNGE
Registration Number:	3561610	GAME LOUNGE

	3350948	FAST RELIEF FROM ORDINARY TV
Registration Number:	3264239	THE FIZZ
Registration Number:	3264235	THE FIZZ
Registration Number:	3254666	SOURCE MATTERS
Registration Number:	3051286	DIRECTV
Registration Number:	3051285	DIRECTV
Registration Number:	3006113	HUGHES
Registration Number:	2995459	HUGHES
Registration Number:	2455327	COMMERCIAL CHOICE
Registration Number:	2702089	HUGHES BROADBAND ALLIANCE
Registration Number:	2634379	AIREACH
Registration Number:	2886885	HUGHES
Registration Number:	2886884	HUGHES
Registration Number:	2939061	DIRECTV
Registration Number:	2715585	D
Registration Number:	2641358	OFFICE INFORMATION
Registration Number:	2647560	OFFICE ENTERTAINMENT
Registration Number:	2649282	OFFICE CHOICE
Registration Number:	2738513	DIRECTV
Registration Number:	2740757	DIRECTV
Registration Number:	2820253	DIRECTV
Registration Number:	2628178	DIRECTV
Registration Number:	2618103	DIRECTV
Registration Number:	2618102	DIRECTV
Registration Number:	2639279	DIRECTV
Registration Number:	2965465	DIRECTV DSL
Registration Number:	2849842	ADVANCED PROGRAM GUIDE
Registration Number:	2965464	DIRECTV DSL
Registration Number:	2538285	FEEL THE JOY
Registration Number:	2618677	DIRECTV GOES TO SCHOOL
Registration Number:	2503432	DIRECTV
Registration Number:	2515851	BUSINESS ENTERTAINMENT
Registration Number:	2470731	BUSINESS INFORMATION
Registration Number:	2483958	OPCION ESPECIAL
Registration Number:	2481355	REPLAY

	2483957	OPCION EXTRA ESPECIAL
Registration Number:	3006092	R REPLAYTV
Registration Number:	2698197	DIRECTV
Registration Number:	1989358	
Registration Number:	2607980	SCHOOL CHOICE
Registration Number:	2684830	PRESELECT
Registration Number:	2492073	ONELINE GUIDE
Registration Number:	3011668	REPLAY ZONE
Registration Number:	2518135	BUSINESS VALUE
Registration Number:	2338455	QUICKSKIP
Registration Number:	2802621	DIRECTV AIRBORNE
Registration Number:	2418301	DIRECTV PLUS
Registration Number:	2553157	SPORTS CHOICE
Registration Number:	2372271	
Registration Number:	2601497	D
Registration Number:	2525509	D
Registration Number:	2402559	REPLAYTV
Registration Number:	1968679	FREEVIEW
Registration Number:	2073071	SELECT CHOICE
Registration Number:	2016128	TOTAL CHOICE
Registration Number:	1288713	HUGHES
Serial Number:	85349552	THE SCREENING ROOM
Serial Number:	85080823	DIRECTVFLIX
Serial Number:	85308399	A
Serial Number:	85242355	DIRECTV NOMAD
Serial Number:	85242350	NOMAD
Serial Number:	85070132	DIRECTV NOMAD
Serial Number:	85231774	AUDIENCE NETWORK
Serial Number:	85231772	AUDIENCE
Serial Number:	85406320	SKYFY
Serial Number:	85406309	SKYFY
Serial Number:	85401681	TWISTED TILES
Serial Number:	85401671	TWISTED TILES
Serial Number:	77664937	DIRECTVIEW
Serial Number:	77664933	DIRECTVIEW

	77664932	DIRECTVIEW
Serial Number:	77664931	DIRECTVIEW
Serial Number:	77961077	GAME LOUNGE

CORRESPONDENCE DATA

Fax Number: (310)964-4884
Email: trademarks@directv.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Takehiko Suzuki
Address Line 1: 2230 East Imperial Hwy
Address Line 4: El Segundo, CALIFORNIA 90245

NAME OF SUBMITTER:	Takehiko Suzuki
Signature:	/TSuzuki/
Date:	03/23/2012

Total Attachments: 8
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OBE MERG

State of California
Secretary of State

Certificate of Merger

(California Corporations Code sections 1113(g), 6019.1, 8019.1, 9640, 12540.1, 15911.14, 16915(b) and 17552)

FILED
In the office of the Secretary of State of the State of California
DEC 22 2011

EFFECTIVE DATE
JAN 01 2012

This Space For Filing Use Only

IMPORTANT — Read all instructions before completing this form.

1. NAME OF SURVIVING ENTITY	2. TYPE OF ENTITY	3. CA SECRETARY OF STATE FILE NUMBER	4. JURISDICTION
DIRECTV, LLC	LLC	200221110122	CA
5. NAME OF DISAPPEARING ENTITY	**6. TYPE OF ENTITY**	**7. CA SECRETARY OF STATE FILE NUMBER**	**8. JURISDICTION**
DIRECTV, Inc.	CORP	1675521	CA

9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.

SURVIVING ENTITY			DISAPPEARING ENTITY		
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED
Member has one vote		100% - One member	1,000 Shares Common Stock		100%

10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.

☐ No vote of the shareholders of the parent party was required. ☐ The required vote of the shareholders of the parent party was obtained.

11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.

No Changes

12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.

PRINCIPAL ADDRESS OF SURVIVING ENTITY | CITY AND STATE | ZIP CODE

13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.

14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.

15. FUTURE EFFECTIVE DATE, IF ANY
01 (Month) - 01 (Day) - 2012 (Year)

16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

See Attachment

SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY | DATE | TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY | DATE | TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY | DATE | TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY | DATE | TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing:

OBE MERGER-1 (REV 01/2010) APPROVED BY SECRETARY OF STATE

Attachment
Signatures

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

	12/22/11	Larry D. Hunter, Manager
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY	DATE	TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
	12/22/11	Patrick T. Doyle, Manager
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY	DATE	TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
	12/22/11	Janet L. Williamson, Manager
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY	DATE	TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
	12/22/11	Keith U. Landenberger, Sr. Vice President
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY	DATE	TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
	12/22/11	Janet L. Williamson, Secretary
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY	DATE	TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAR 13 2012

Date:

DEBRA BOWEN, Secretary of State

AGREEMENT OF MERGER
OF
DIRECTV, INC.
WITH AND INTO
DIRECTV, LLC

This Agreement of Merger, dated as of December 20th, 2011 (this "Agreement"), is entered into by and between DIRECTV, Inc., a California corporation ("Company One"), and DIRECTV, LLC, a California limited liability company ("Company Two") in accordance with the California Corporations Code, and the Beverly-Killea Limited Liability Company Act.

RECITALS:

WHEREAS, the Board of Directors of Company One and the sole member of Company Two deem it advisable and in their respective best interests that Company One be merged with and into Company Two (the "Merger") at the Effective Time (as defined below);

WHEREAS, the Board of Directors of Company One, on behalf of Company One, and the sole member of Company Two have approved the Merger, subject to the approval of the sole shareholder of Company One; and

WHEREAS, this Agreement has been submitted and approved by the sole shareholder of Company One which agrees that the Merger is advisable and in the best interest of Company One.

NOW, THEREFORE, in consideration of the foregoing premises and the covenants and agreements contained herein, and intending to be legally bound hereby, Company One and Company Two hereby agree as follows:

AGREEMENT

SECTION 1. Effective Time. The Merger shall become effective on January 1, 2012 at 12:01 am local time in the jurisdiction of incorporation and formation.

SECTION 2. Surviving Compapny. At the Effective Time, Company One shall be merged with and into Company Two and Company Two shall survive the Merger (the "Surviving Entity"). At the Effective Time, the separate existence of Company One shall cease and the Surviving Entity shall succeed, without other transfer, act or deed, to all of the rights and property, whether real or personal, of Company One and shall be subject to all the debts and liabilities of Company One in the manner as if the Surviving Entity had itself incurred them.

SECTION 3. [redacted]

[redacted]

SECTION 4. [redacted]

SECTION 5. Statutory Merger. This is a statutory merger under state law of Company One into Company Two, and, in accordance with Internal Revenue Code ("IRC") rules and regulations, this transaction is properly treated for income tax purposes as a complete liquidation of a subsidiary in accordance with IRC Section 332(a).

SECTION 6. Amendment. This Agreement may be amended by the parties hereto at any time. However, if the parties propose to amend this Agreement after it has been approved by the sole shareholder of Company One and the sole member of Company Two, the amendment shall not be made if it would require the further approval of the sole shareholder of Company One and the sole member of Company Two, unless such approval is first obtained. This Agreement may only be amended by a written instrument signed on behalf of each of the parties hereto.

SECTION 7. Termination; Abandonment. The Board of Directors of Company One and the sole member of Company Two may terminate this Agreement and abandon the Merger, subject to the contractual rights of third parties, if any, including the other parties to this Agreement, at any time before the Effective Time.

SECTION 8. Miscellaneous. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which shall be deemed one and the same instrument.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

TRADEMARK
REEL: 004742 FRAME: 0131

IN WITNESS WHEREOF, the undersigned parties have executed this Agreement as of the date first set forth above.

DIRECTV, INC.

By: _____
Name: Keith U. Landenberger
Title: Senior Vice President

By: _____
Name: Janet L. Williamson
Title: Secretary

DIRECTV, LLC

By: DIRECTV ENTERPRISES, LLC,
its sole member

By: DIRECTV HOLDINGS, LLC,
its sole member

By: THE DIRECTV GROUP, INC.
its sole member

By: _____
Name: Keith U. Landenberger
Title: Senior Vice President

By: _____
Name: Janet L. Williamson
Title: Secretary

TRADEMARK
REEL: 004742 FRAME: 0132

Certificate of Approval
Of
Agreement of Merger

Keith U. Landenberger and Janet L. Williamson certify that:

1. They are the Senior Vice President and Secretary, respectively, of DIRECTV, Inc., a California corporation.

2. The principle terms of the Agreement of Merger in the form attached were duly approved by the board of directors and by the sole shareholder of the corporation by a vote that equaled or exceeded the vote required.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. [redacted]

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 20th, 2011

Keith U. Landenberger
Senior Vice President

Janet L. Williamson
Secretary

Certificate of Approval
Of
Agreement of Merger

Keith U. Landenberger and Janet L. Williamson certify that:

1. They are the Senior Vice President and Secretary, respectively, of DIRECTV, LLC, a California limited liability company.

2. The principle terms of the Agreement of Merger in the form attached were duly approved by the member of the company by a vote that equaled or exceeded the vote required.

3. The membership approval was by the holders of 100% of the membership of the company.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 20th, 2011

DIRECTV ENTERPRISES, LLC
The Sole Member of
DIRECTV, LLC

Keith U. Landenberger
Senior Vice President

Janet L. Williamson
Secretary