

03-18-2003



Form PTO-1594  
1-31-92

3-13-03

RE

102392186

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
DIRECTV, Inc.

Individuals  Association  
 General Partnership  Limited Partnership

Corporation - Delaware  
 Other

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: Deutsche Bank Trust Company Americas  
Internal Address:  
Street Address: 31 West 52<sup>nd</sup> Street  
City: New York State: New York Zip Code: 10019

Individual(s) citizenship \_\_\_\_\_

3. Nature of conveyance:

Assignment  Merger  
 Security Interest  Change of Name  
 Other

Execution Date: March 6, 2003

Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation \_\_\_\_\_  
 Other Collateral Agent

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
  
See attached Schedule A

Additional numbers attached?  Yes  No

Trademark Registration No.(s)  
  
See attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Helen Bruno, Senior Legal Assistant  
Internal Address: White & Case LLP  
  
Street Address: 1155 Avenue of the Americas  
City: New York State: New York ZIP: 10036

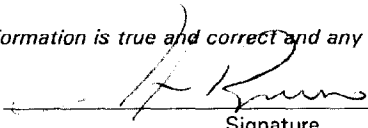
6. Total number of applications and registrations involved 21

7. Total fee (37 CFR 3.41): ..... \$ 540.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
23-1705  
(Attach duplicate copy of this page if paying by deposit account)

**DO NOT USE THIS SPACE**

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Helen Bruno  March 13, 2003  
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 9

OMB No. 0651-0011 (exp. 4/94)

**Do not detach this portion**

Mail documents to be recorded with required cover sheet information to:  
**Commissioner of Patents and Trademarks**  
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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

03/17/2003 LMUELLER 00000081 2525509

01 FC:8521  
02 FC:8522

40.00 OP  
500.00 OP

**TRADEMARK**  
**REEL: 002692 FRAME: 0728**

SCHEDULE A

MARKS AND APPLICATIONS:

<u>MARKS</u>	<u>COUNTRY</u>	<u>APPLICATION/ REGISTRATION NO.</u>	<u>APPLICATION/ REGISTRATION DATE</u>
CYCLONE DESIGN	United States	2,525,509	Application Date September 18, 1998 / Registration Date January 1, 2002
CYCLONE DESIGN	United States	2,372,271	Application Date January 21, 1999 / Registration Date Aug. 1, 2000
CYCLONE DESIGN	United States	2,601,497	Application Date December 4, 1998/ Registration Date July 30, 2002
CYCLONE DESIGN	United States	1,989,358	Application Date December 10, 1993 / Registration Date July 23, 1996
CYCLONE DESIGN	United States	pending 76/427,432	Application Date July 3, 2002
DIRECTV	United States	1,872,038	Application Date July 31, 1991 / Registration Date January 3, 1995
DIRECTV	United States	pending 75/982,248	Application Date Dec. 4, 1998

DIRECTV	United States	2,503,432	Application Date Feb. 15, 1999 / Registration Date Nov. 6, 2001
DIRECTV & CYCLONE DESIGN	United States	pending 76/342,841	Application Date Nov. 28, 2001
DIRECTV & CYCLONE DESIGN	United States	2,618,102	Application Date Nov. 21, 2001 / Registration Date Sept. 10, 2002
DIRECTV & CYCLONE DESIGN	United States	2,628,178	Application Date Nov. 21, 2001 / Registration Date October 1, 2002
DIRECTV & CYCLONE DESIGN	United States	pending 76/342,804	Application Date Nov. 28, 2001
DIRECTV & CYCLONE DESIGN	United States	2,618,103	Application Date Nov. 21, 2001 Registration Date Sept. 10, 2002
DIRECTV & CYCLONE DESIGN	United States	2,639,279	Application Date Nov. 21, 2001 Registration Date October 22, 2002
DIRECTV & CYCLONE DESIGN	United States	Pending 76/342,805	Application Date Nov. 28, 2001
DIRECTV & CYCLONE DESIGN	United States	Pending 76/342,844	Application Date Nov. 28, 2001

DIRECTV & CYCLONE DESIGN	United States	Pending 76/340,810	Application Date Nov. 21, 2001
DIRECTV & CYCLONE DESIGN	United States	Pending 76/342,848	Application Date Nov. 28, 2001
DIRECTV & CYCLONE DESIGN	United States	Pending 76/342,834	Application Date Nov. 28, 2001
DIRECTV PARA TODOS	United States	Pending 75/636,755	Application Date Feb. 9, 1999
DIRECTV PARA TODOS and Design	United States	Pending 75/982,308	Application Date Feb. 9, 1999

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, DIRECTV, Inc., a Delaware corporation with principal offices at 2230 East Imperial Highway, El Segundo, CA, 90245, (the "Grantor"), hereby assigns and grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 31 West 52nd Street, New York, New York 10019, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 6, 2003 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and

provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

**[Remainder of this page intentionally left blank; signature page follows]**

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

6<sup>th</sup> day of March, 2003.

DIRECTV, Inc., Grantor

By:   
Name: Michael Palkovic  
Title: Chief Financial Officer

DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent and Grantee

By: \_\_\_\_\_  
Name:  
Title:

STATE OF California  
COUNTY OF Los Angeles

SUBSCRIBED AND SWORN TO BEFORE ME  
THIS 6<sup>th</sup> DAY OF March, 2003,  
BY M.W. Palkovic  
Debbie A. Fletcher  
NOTARY PUBLIC



IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

6<sup>th</sup> day of March, 2003.

DIRECTV, Inc., Grantor

By: \_\_\_\_\_

Name:

Title:

DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent and Grantee

By:  \_\_\_\_\_

Name:

Title:

**Gregory Shefrin**  
Director



STATE OF New York )  
 ) ss:  
COUNTY OF New York )

On this 6<sup>th</sup> day of March, 2003, before me personally came Gregory

Shefrin who, being by me duly sworn, did state as follows: that []he is

Director of Deutsche Bank Trust Company Americas, that []he is authorized to

execute the foregoing Grant on behalf of said corporation and that []he did so by authority of

the Board of Directors of said corporation.



Notary Public

NEERAV SHAH  
Notary Public, State of New York  
No. 01SH6080901  
Qualified in New York County  
Commission Expires Sept. 23, 2006