



Bank of America Merrill Lynch Media, Communications and Entertainment Conference

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Cautionary Statement

This presentation includes certain statements that may be considered to be, “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (“PSLRA”). These forward-looking statements generally can be identified by words such as “believe,” “expect,” “estimate,” “anticipate,” “intend,” “plan,” “foresee,” “project” or other similar words or phrases. Similarly, statements that describe our objectives, plans or goals also are forward-looking statements. All of these forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or from those expressed or implied by the relevant forward-looking statement. Such risks and uncertainties include, but are not limited to: economic conditions; product demand and market acceptance; ability to improve customer service or create new and desirable programming content and interactive features; government action; political, economic and social uncertainties in many Latin American countries in which DTVLA operates; foreign currency exchange rates; competition; the outcome of legal proceedings; ability to achieve cost reductions; ability to renew programming contracts under favorable terms; technological risk; limitations on access to distribution channels reliance on satellites as a significant part of our infrastructure and we may face other risks described from time to time in periodic reports filed by us with the SEC.

Non-GAAP Financials

This presentation includes financial measures that are not determined in accordance with GAAP, such as Operating Profit before Depreciation and Amortization, Free Cash Flow and Cash Flow before Interest and Taxes. These financial measures should be used in conjunction with other GAAP financial measures and are not presented as an alternative measure of operating results, as determined in accordance with GAAP. DIRECTV management uses these measures to evaluate the profitability of DIRECTV U.S.’ subscriber base for the purpose of allocating resources to discretionary activities such as adding new subscribers, upgrading and retaining existing subscribers and for capital expenditures. A reconciliation of these measures to the nearest GAAP measure is posted on our website and is included at the end of this presentation package.



DIRECTV Group – Solid First Half

DIRECTV U.S.

- **Added 684K Net Subscribers; 69% More Than 2008**
 - Drivers: AT&T launch, Digital Transition and low churn
- **Extended Important Exclusives: NFL ST, Friday Night Lights**
- **Launched New Services: ScoreGuide, 1080P, iPhone app**

DIRECTV Latin America

- **Grew Revenues 11% and OPBD&A 30% (excluding Venezuela charges)**
- **Extended HD and DVR Leadership**
- **Introduced New Pre-Paid Offerings**

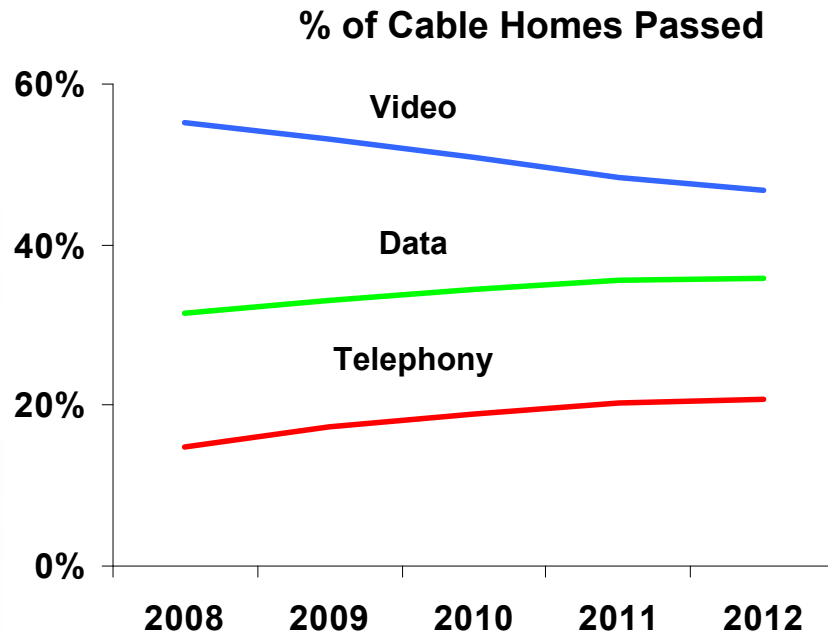
DIRECTV Group

- **Announced Liberty Transactions**
- **Repurchased \$670M in Stock**

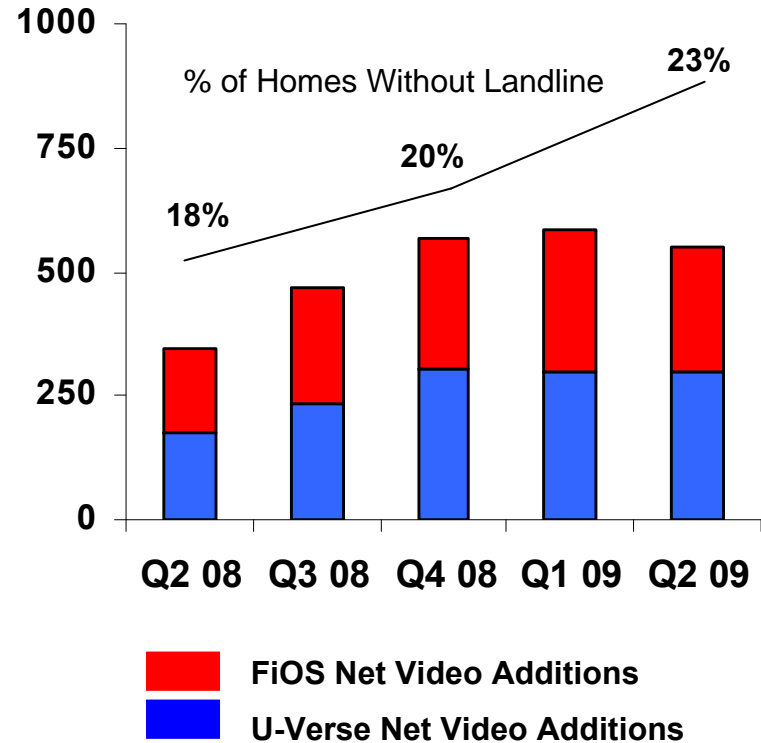


Competitive Landscape

**Cable Video Penetrations Falling;
Data and Telephony Slowing**



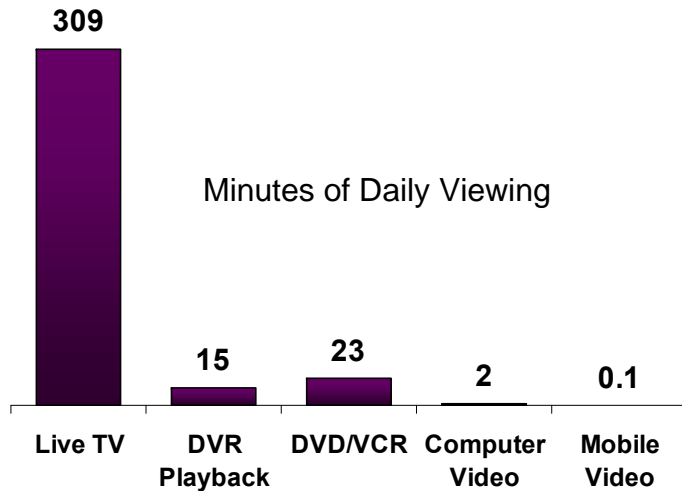
**Telco Video Subs Flattening;
Wireless Substitution Increasing**



Source: Wall Street Estimates, Company Reports, CDC



Competitive Landscape



Americans are Still Watching a lot of Television and DIRECTV Continues to Have a Strong Value Proposition

	Comcast	TWC	DIRECTV
Basic/ Choice	66 Channels \$56/month	73 channels \$55/month	150 channels \$56/month
Digital/ Xtra	189 Channels \$74/month	178 channels \$63/month	200 channels \$61/month
2-Play	\$99	\$107	\$98 (with AT&T)
3-Play	\$132	\$139	\$120 (with AT&T)

Source Top Graph: 2008 Research from the Council for Research Excellence

Source Bottom Graph: July 2009 survey of post-promotional pricing from DIRECTV, 59 Comcast markets and 39 TWC markets



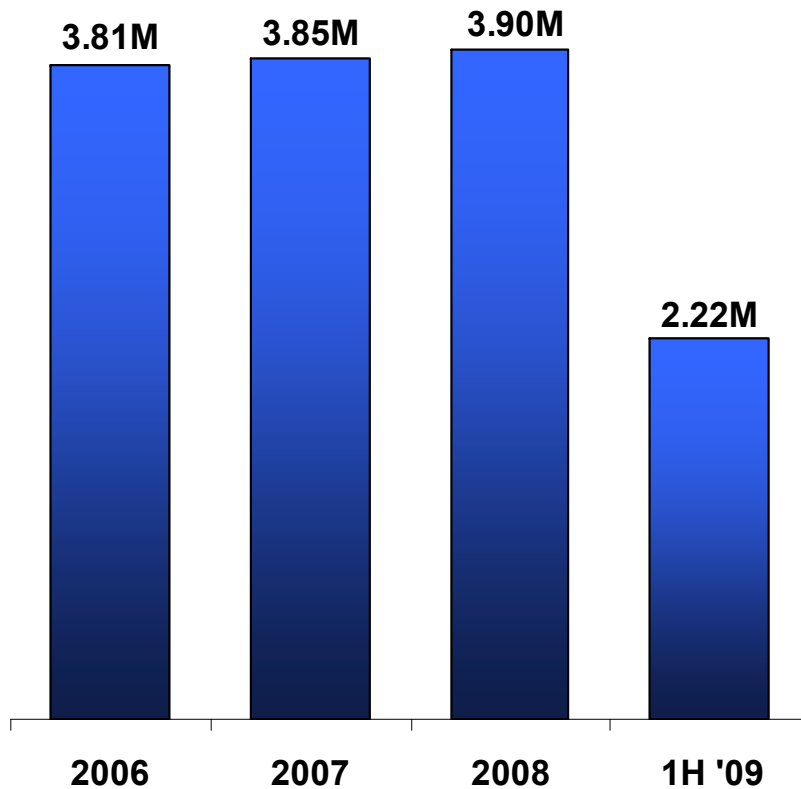
DIRECTV U.S. - Growing Market Share

Subscribers (K)	2006		2007		2008		1H 2009	
	Net Adds	%	Net Adds	%	Net Adds	%	Net Adds	%
DIRECTV U.S.	820	37%	878	44%	861	56%	684	60%
DISH Network	1,065	47%	675	34%	(102)	(7)%	(68)	(6)%
Total Cable	163	7%	(520)	(26)%	(1,000)	(65)%	(600)	(52)%
Verizon FiOS	205	9%	742	37%	975	63%	599	52%
AT&T U-Verse	3	0%	228	11%	814	53%	532	46%
Total Pay TV Market	2,256	100%	2,003	100%	1,548	100%	1,147	100%

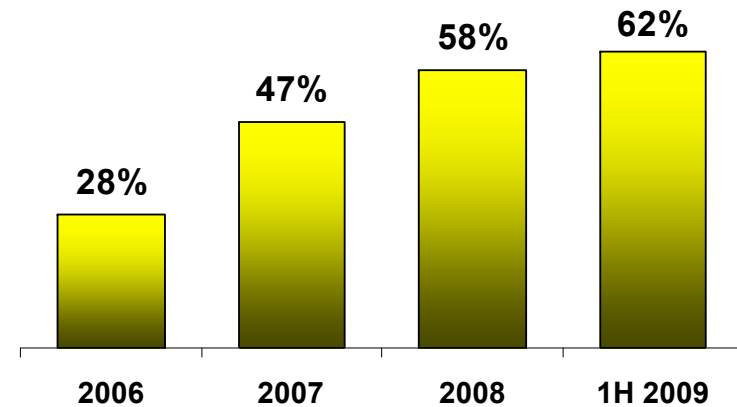


Adding High Quality Subscribers

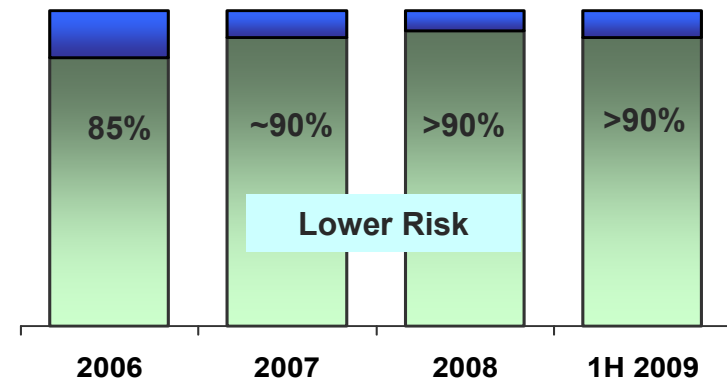
DIRECTV U.S. Total Gross Additions



Advanced Equipment Penetration of Gross Adds

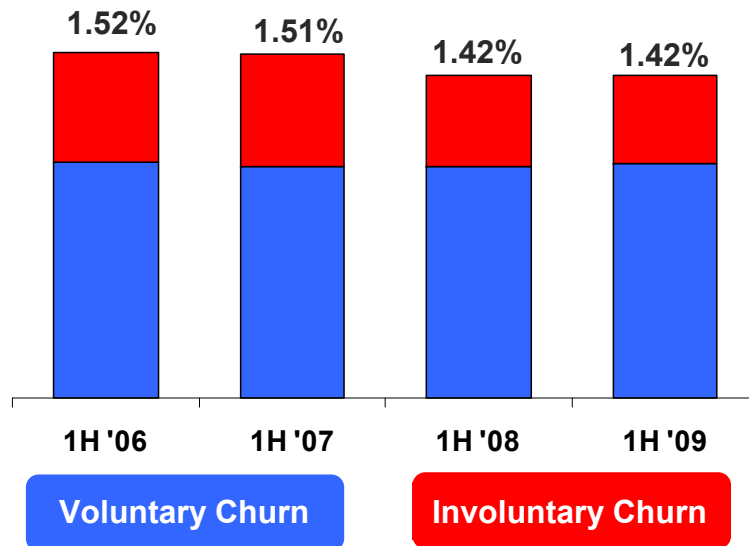


Credit Scores of Gross Adds



Managing Low Churn Rates

DIRECTV U.S. Average Monthly Churn Rate



Favorable Trends

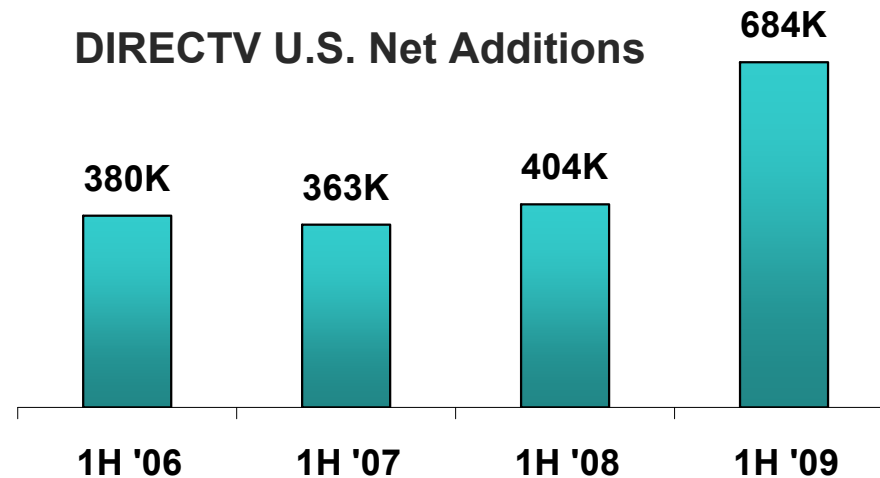
- Increasing Advanced Products penetration
- Stricter credit policies
- Improved customer service

Unfavorable Trends

- Increasing competition
- Weaker economy



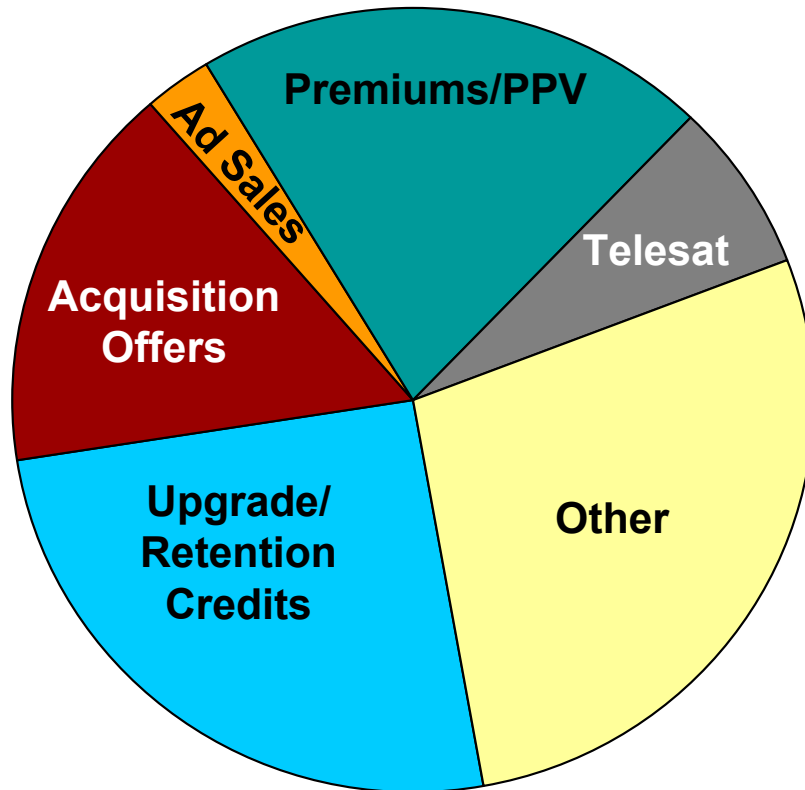
Strong First Half Subscriber Growth



2H 2009 vs. 2H 2008 Trends		
	Outlook	Key Factors
Gross Adds	Modestly Higher	<ul style="list-style-type: none">● AT&T● Greater focus on quality
Churn Rate	Modestly Higher	<ul style="list-style-type: none">● Competition● Less retention spending
Net Adds	Modestly Lower	<ul style="list-style-type: none">● See above● Law of large numbers

ARPU Growth Trends

Reasons for Lower ARPU Growth
(1H/08 = 7.8% vs. 1H/09 = 1.3%)



Where We Missed

- Steeper than expected penetration decline of:
 - Premium Channels
 - Adult PPV
 - Events PPV
- Higher gross additions and related credits

Margin Trends

Goal: Continue Growing Operating Margins

Pre-SAC Margin Key Growth Assumptions

- Offset slower ARPU growth with lower programming cost growth
- Hold Upgrade & Retention spending flat to down
- Gain greater efficiencies in Customer Care
- Tighter G&A cost controls

Subscriber Acquisition Costs (SAC)

- Continue investing in advanced equipment into the home
- Find savings to mitigate equipment investments:
 - Increase use of refurbished boxes
 - Continued set-top box cost reductions
 - Greater marketing and installation efficiencies



DIRECTV's Unique Advantages

DIRECTV's Strong Brand is Driven by the Cumulative Impact from All of its Unique Advantages

- **Exclusive Programming**
 - NFL Sunday Ticket
 - Friday Night Lights
 - Mega March Madness / NASCAR
- **The Most Sports**
 - All Major League packages offered
- **The Most Interactive Services**
 - Enhanced services for all Grand Slam golf and tennis events
 - ScoreGuide
 - 24/7 Mix Channels for News and Sports
- **Advanced Services**
 - Leading HD offerings
 - DVR Scheduler (including iPhone app)
 - Largest 1080P offering

Continuing the Momentum

Second Half 2009

● TV Apps



● NFL Sunday Ticket

- On cellphones
- NYC broadband launch

2010

● 50% increase in HD capacity with new D12 satellite

- 130 national HD channel capacity increasing to 200

● Enhanced Movie Service

- Browse thousands of titles
- Integrated with DVR Scheduler
- Netflix-like experience

● Connected Home

- Multi-room viewing/VOD
- Access to PC and other media devices
- Increased storage

DIRECTV Latin America

Top 5 Largest Pay-TV Provider Outside of the U.S.



- **PanAmericana**
 - 100% ownership
 - 2.4 million subscribers
- **SKY Brasil**
 - 74% ownership
 - 1.7 million subscribers
- **Sky Mexico**
 - 41% ownership
(non-consolidated)
 - 1.8 million subscribers

DIRECTV Latin America – Strong First Half



Operating Metrics	1H 2008	1H 2009
Gross Additions	737K	730K
Total Churn	1.69%	1.88%
<i>Post-Paid Churn Rate</i>	<i>1.53%*</i>	<i>1.62%</i>
Net Additions	384K	276K
Cumulative Subs	3,659K	4,162K

Financial Results	1H 2008	1H 2009
Revenues	\$1.15B	\$1.28B
OPBD&A	\$299M	\$279M
<i>Excluding Venezuela charges</i>	<i>\$308M</i>	<i>\$399M</i>
Cash Flow Before Interest & Taxes	\$168M	\$163M
<i>Excluding Venezuela charges</i>	<i>\$177M</i>	<i>\$283M</i>

* Excludes 1H 2008 subscriber adjustments in Brazil; including adjustments, 1H 2008 churn was 1.64%



DTVLA – Key Strategies

Goal: To Offer the Best TV Experience in Latin America

- **Extend HD and DVR leadership throughout the region**
 - DVRs launched throughout region in early 2008
 - Already mid-teen penetration of gross adds
 - Introduced 10 HD channels in Brazil; 4 HD channels in PanAmericana
- **Differentiated Sports Offering**
 - Exclusive programming – La Liga Española, English Premiere League
 - Enhanced and expanded coverage – World Cup 2010, Wimbledon, US Open
- **Emphasis on Local Programming**
 - Strategic partnerships with Televisa, Globo and TYC
 - Extensive lineup – over 150 local channels
- **Leverage Synergies with U.S.**
 - Superior products at lower cost; faster-to-market



DIRECTV Group – Strong Balance Sheet / Liquidity

- **Total Debt to DTV U.S. OPBD&A target of 2.5x**
 - Pro forma for Liberty transaction of ~1.7x
 - Pro forma debt as of 6/30/09 of ~\$7.7B
 - DIRECTV Group cash as of 6/30/09 of ~\$2.3B
 - Minimum cash balance requirement of ~\$500M
 - Untapped revolver of \$500M
 - Additional leverage of ~\$4B available under the target

- **Over \$9 billion of stock repurchased in the last 3+ years**
 - Reduced float by ~30%
 - ~\$800M remaining on current authorization as of 8/7/09
 - Repurchases stop upon mailing of proxy until vote completed

Deal Status/Timeline

Completed Filings

- Amended S-4 registration statement
- IRS private letter rulings request
- FCC application

Remaining

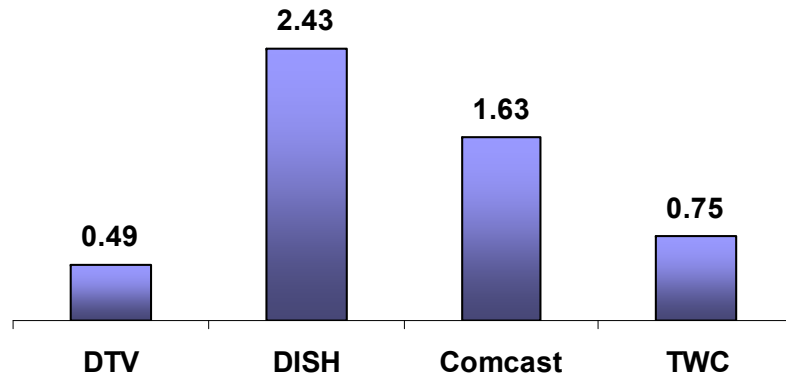
- SEC approval of S-4/Proxy mailing (September)
- FCC approval (September/October)
- IRS rulings (September/October)
- Special shareholder meeting (October)
- Transactions closing (October)



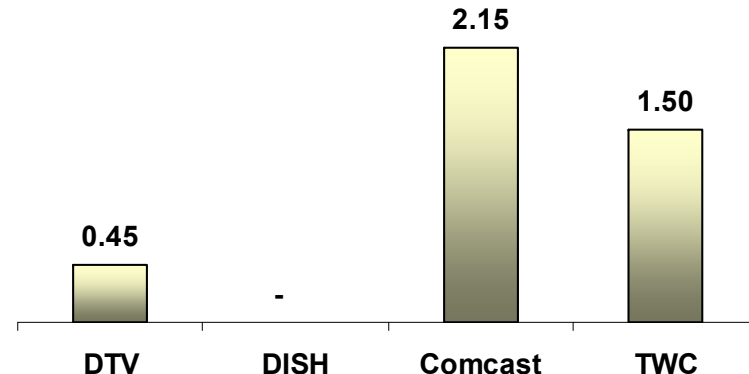
DTV = Attractive Valuation

Free Cash Flow Analysis of Wall Street Estimates				
	2009 FCF / Share	P/FCF	2009 - 2011 FCF Growth	FCF / Growth
DIRECTV	\$2.09	11.9	14.0%	0.85
DISH	\$2.28	7.3	-3.1%	N/A
COMCAST	\$1.55	9.6	1.5%	6.23
Time Warner Cable	\$5.28	6.8	-6.9%	N/A

PEG Ratio



EV/EBITDA - Growth Ratio



Dashes due to expectations of negative growth for the metric

Source: Wall Street Estimates

