

**DIRECTV (the “Company”)
Compensation Committee of the Board of Directors**

Charter

As Adopted as of November 19, 2009

I. Establishment of Committee

The Board of Directors of the Company (“Board”) has established a Compensation Committee (the “Committee”) with the authority and responsibilities described in this Charter. The Committee shall have authority to engage legal counsel and other advisors at the reasonable expense of the Company, as the Committee deems necessary to carry out its duties and responsibilities. If a compensation consultant is to assist in the evaluation of compensation for directors, the chief executive officer and other senior executives, the Committee shall have the sole authority to retain and terminate any consulting firm, including sole authority to approve the firm’s fees and other retention terms.

II. Composition and Meetings

The Committee shall consist of three or more members of the Board, each of whom the Board has determined to be an “independent director” as defined in the Company’s Amended and Restated By-Laws (the “By-Laws”) and the applicable listing standards of the NASDAQ Stock Market, and a majority of whom must be Qualifying Directors (as defined in the By-Laws). In addition, no director may serve as a member of the Committee unless he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

The Board may appoint a Chairman to convene and chair all sessions of the Committee and determine the information needs of the Committee. If the Board fails to appoint a Chairman, the members of the Committee shall elect a Chairman by majority vote to serve at the pleasure of the majority. The Committee may delegate its authority to subcommittees or the Chairman of the Committee when it deems appropriate and in the best interests of the Company.

The Committee shall meet as often as it deems is appropriate to carry out its responsibilities. The Committee may hold meetings by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum. The Chairman of the Committee, in consultation with the senior management of the Company or the other Committee members, shall set meeting agendas. The Committee shall report its actions and recommendations to the Board.

III. Purposes and Responsibilities

In addition to any other purposes and responsibilities that the Board may assign from time to time, the Committee shall have the following purposes and responsibilities:

- To set the level of base salary and all other compensation of the Chief Executive Officer and the other elected officers of the Company (collectively with the Chief Executive Officer, the “Officers”); to review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and the other Officers; to evaluate the performance of the Officers in light of those goals and objectives, and to determine and approve from time to time the compensation level of the Officers based on this evaluation;
- To approve, amend and administer, in accordance with their terms, all plans, programs and other arrangements, designed and intended to provide compensation primarily for Officers;
- To recommend to shareholders and administer all equity based plans;
- To periodically review policies or guidelines for expense reimbursements and perquisites provided to the Officers;
- To monitor compliance by executives with the Company’s stock ownership guidelines, if any, as approved by the Committee or the Board;
- To review the compensation levels and program designs for directors for service on the Board and its committees and recommend changes in compensation to the Board;
- To evaluate the Committee’s performance at least annually and report to the Board on such evaluation;
- To review and approve the Compensation Discussion and Analysis as required by the Securities and Exchange Commission (“SEC”) and to prepare the Committee’s report to be included in the Company’s annual proxy statement or Annual Report on Form 10-K filed with the SEC;
- To periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- To perform such other duties and responsibilities as are consistent with the purposes of the Committee and as the Board or the Committee shall deem appropriate.