

**DIRECTV (the “Company”)
Nominating and Corporate Governance Committee of the Board of Directors**

Charter

As Adopted on November 19, 2009

I. Establishment of Committee

The Board of Directors of the Company (“Board”) has established a Nominating and Corporate Governance Committee (the “Committee”) with the authority and responsibilities described in this Charter. The Committee shall have the 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.

II. Composition and Meetings

The Committee shall consist of three or more members of the Board, each of whom has been determined by the Board to be an “independent director” as defined in the Company’s Amended and Restated By-Laws (“By-Laws”) and the applicable listing standards of the NASDAQ Stock Market (“NASDAQ”).

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 conference telephone or other communications equipment so long as 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 other Committee members, shall set meeting agendas. The Committee shall report its actions and recommendations to the Board.

III. Purposes and Responsibilities

The Committee is responsible for taking a leadership role in shaping the corporate governance of the Company. The Committee shall have the full and exclusive power and authority to evaluate Director candidates for election to the Board and committees of the Board and to nominate Directors for election to the Board at any annual or special meeting of stockholders, in each case consistent with criteria approved by the Board, and subject to the rights of stockholders to propose nominees to the Board in accordance with the By-Laws and applicable law.

In addition to the foregoing and any other purposes and responsibilities which may be assigned from time to time by the Board, the Committee shall have the following authority, purposes and responsibilities:

Nominations

- To review the qualifications of candidates for director suggested by Board members, stockholders, management and others in accordance with criteria recommended by the Committee and approved by the Board.
- In consultation with the Chairman of the Board and the Chief Executive Officer, identify and recruit candidates to fill open positions on the Board consistent with Board approved criteria and qualifications for membership.
- To consider the performance of incumbent directors in determining whether to nominate them for reelection.
- This Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

Corporate Governance

- To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, which guidelines shall, at a minimum, address those subjects specified by the NASDAQ; to cause such guidelines to be made available on the Company's web site; to review and assess at appropriate times the effectiveness of these guidelines and the Board's and management's compliance with these guidelines.
- In consultation with the Chairman of the Board and the Chief Executive Officer, to develop and maintain the Company's Code of Ethics and Standards of Business Conduct and Code of Ethics applicable to the Chief Executive Officer and Chief Financial Officers; to monitor, and to conduct an annual review of, compliance with these standards.

Board Oversight

- To make recommendations to the Board concerning the function, composition and structure of the Board and its committees; to evaluate, in conjunction with the Chairman of the Board and the Chief Executive Officer, the size and needs of the Board.
- To develop, with input from management, an appropriate orientation program for new directors and identify appropriate director development and continuing education opportunities.
- To make recommendations to the Board concerning the effectiveness of the Board; to develop and recommend to the Board an annual self-evaluation processes for the Board and oversee the evaluation of the Board; to monitor the functions of the various committees of the Board and assist each committee in conducting its own self-evaluation; to

seek input from each Board member as to how the Board could function more effectively; to evaluate this Committee's performance at least annually and report such evaluation to the Board.

- To make recommendations to the Board, when appropriate, as to the determination of director independence; if any director is affiliated with a nonprofit organization, to evaluate at least annually any charitable contributions by the Company to such organization and report to the Board on such evaluation;
- To consider questions of possible conflict of interest of Board members and of the Company's senior executives.
- To ensure that the Board has adequate opportunity to meet in executive session, both with and without management members of the Board present, and preferably at each regular meeting of the Board.
- To seek input from each Board member as to what subject matters the Board would like addressed at the next meeting.
- To periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Other

- To report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests
- 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.

IV. Meetings of Non-Employee and Independent Directors

The Committee will establish, together with all non-Employee Directors (as defined in the By-Laws and the Corporate Governance Guidelines), the frequency of executive sessions in which only non-Employee Directors will participate, and as so established, the applicable policy regarding such executive sessions will be reflected in the Company's Corporate Governance Guidelines. In addition, the Committee will establish, together with all independent directors, the frequency of executive sessions in which only independent directors will participate. At least one such session will be held each year.

V. Additional Responsibilities of the Committee Chair

If the Chairman of the Board does not qualify as an "independent director" (as determined in accordance with Section II of this Charter), the Chairman of the Committee shall convene and chair sessions of the independent directors. The Chairman of the Committee shall develop the agendas and shall be the presiding director for these sessions.

The Chairman of the Committee may also consult with the Chairman of the Board and the Chief Executive Officer on agenda items for Board meetings and on the information to be provided to directors in advance of Board meetings.