

To SATELLITE SERVICE

From DIRECTV

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***** DIRECTV® HD PACKAGE OFFER *****
GET 6 MONTHS FREE OF THE DIRECTV® HD PACKAGE

Dear DIRECTV Retailer:

We are so excited about all the high-definition programming that will be available from DIRECTV this fall — we just had to create a new offer that would give customers no excuses to miss out! Starting tomorrow, August 5, 2004, any residential DIRECTV customer (new or existing) who activates the DIRECTV® HD Package with an annual commitment to any DIRECTV® TOTAL CHOICE® programming package will receive the first six months of the DIRECTV® HD Package for FREE. In the seventh month, customer's DIRECTV HD package subscription will continue at the regular price of \$10.99/mo.

This offer can be combined with any other offers the customer is eligible for. However, please note, that the "Up to Three Rooms Free" promotion does not include the hardware needed to receive HD hardware. If you choose to advertise the DIRECTV HD programming offer with a hardware offer, please be sure to clearly indicate the cost of HD hardware.

OFFER DETAILS:

Any residential customer who activates the DIRECTV® HD Package between August 5, 2004 and December 31, 2004, and commits to one year of any DIRECTV® TOTAL CHOICE® programming package will receive the first six months of the DIRECTV® HD Package free.

OFFER FULFILLMENT:

Qualifying customers will receive the first six months of the DIRECTV® HD Package free. In the seventh month, the DIRECTV® HD Package will roll to a payable charge of \$10.99 per month, unless customer calls to change service.

OFFER ADVERTISING:

Because we wanted to make this offer available to customers as quickly as possible, we do not yet have pre-approved marketing materials available. In approximately two weeks you will receive an ad elements ad slick for the Four Free Months Offer which will include an element for the HD Offer. In the meantime, if you wish to create your own advertising, please be sure to work with your DIRECTV Promotions Manager or your Authorized DIRECTV Distributor to obtain the required approvals. We suggest you simply add a phrase like "Ask about 6 FREE months of the DIRECTV HD package" or "Want 6 FREE months of the DIRECTV HD package? Ask how."

If you have any questions, please contact your Area Sales Manager, or DIRECTV Retail Services at 1-800-323-1994, or via email at RetailServices@DIRECTV.com

Best regards,

DIRECTV, Inc.