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**NASDAQ**  
THE NASDAQ OMX GROUP

P. William Slattery  
Vice President  
Listing Qualifications

Received SEC

AUG 28 2012

By Electronic Delivery to: [filer-support@sec.gov](mailto:filer-support@sec.gov)

August 28, 2012

Washington, DC 20549

CERT NAS

File No. 001-34554

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporate Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on August 27, 2012, The Nasdaq Stock Market (the "Exchange") received from DIRECTV (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

**Common Stock, par value \$0.01 per share**

We further certify that the securities described above have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b), and we hereby join in such request.

Sincerely,

*William Slattery*