

DIRECTV  
Form SC 13G/A  
February 18, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO § 240.13d-2**

**(Amendment No. 3)**

**DIRECTV**

**(Name of Issuer)**

**COMMON STOCK**

**(Title of Class of Securities)**

**25490A309**

**(CUSIP Number)**

**December 31, 2014**

**(Date of Event Which Requires Filing of this Statement)**

Edgar Filing: DIRECTV - Form SC 13G/A

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1 (b)

☒ Rule 13d-1 (c)

☐ Rule 13d-1 (d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP No. 25490A309

13G

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**1 NAME OF REPORTING PERSON**

Warren E. Buffett

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

United States Citizen

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

31,353,468 Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

31,353,468 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

31,353,468 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not Applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

6.2%

**12 TYPE OF REPORTING PERSON**

IN

CUSIP No. 25490A309

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**1 NAME OF REPORTING PERSON**

Berkshire Hathaway Inc.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Delaware

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

31,353,468 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

31,353,468 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

31,353,468 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

6.2%

**12 TYPE OF REPORTING PERSON**

HC, CO

CUSIP No. 25490A309

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**1 NAME OF REPORTING PERSON**

National Indemnity Company

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Nebraska

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

17,691,364 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

17,691,364 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

17,691,364 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

3.5%

**12 TYPE OF REPORTING PERSON**

IC, CO

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**1 NAME OF REPORTING PERSON**

GEICO Corporation

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Delaware

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

17,250,170 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

17,250,170 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

17,250,170 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

3.4%

**12 TYPE OF REPORTING PERSON**

HC, CO

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**1 NAME OF REPORTING PERSON**

Government Employees Insurance Company

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Maryland

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

16,869,270 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

16,869,270 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

16,869,270 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

3.4%

**12 TYPE OF REPORTING PERSON**

IC, CO

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**1 NAME OF REPORTING PERSON**

GEICO Indemnity Company

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Maryland

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

380,900 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

380,900 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

380,900 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

0.1%

**12 TYPE OF REPORTING PERSON**

IC, CO



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**1 NAME OF REPORTING PERSON**

National Fire and Marine Insurance Company

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Nebraska

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

6,926,575 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

6,926,575 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

6,926,575 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

1.4%

**12 TYPE OF REPORTING PERSON**

IC, CO

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**1 NAME OF REPORTING PERSON**

FlightSafety International Inc. Retirement Income Plan

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of New York

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

314,200 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

314,200 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

314,200 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

0.1%

**12 TYPE OF REPORTING PERSON**

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**1 NAME OF REPORTING PERSON**

Fruit of the Loom Pension Trust

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Kentucky

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

258,000 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

258,000 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

258,000 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

0.1%

**12 TYPE OF REPORTING PERSON**

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**1 NAME OF REPORTING PERSON**

GEICO Corporation Pension Plan Trust

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Maryland

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

1,471,272 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

1,471,272 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,471,272 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

0.3%

**12 TYPE OF REPORTING PERSON**

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**1 NAME OF REPORTING PERSON**

Johns Manville Corporation Master Pension Trust

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Colorado

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

629,908 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

629,908 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

629,908 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

0.1%

**12 TYPE OF REPORTING PERSON**

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**1 NAME OF REPORTING PERSON**

BNSF Master Retirement Trust

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Texas

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

2,835,851 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

2,835,851 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,835,851 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

1.0%

**12 TYPE OF REPORTING PERSON**

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**1 NAME OF REPORTING PERSON**

Lubrizol Master Trust Pension

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Ohio

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

623,000 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

623,000 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

623,000 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐**

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

0.1%

**12 TYPE OF REPORTING PERSON**

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**1 NAME OF REPORTING PERSON**

General Re Corporation Employee Retirement Trust

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Delaware

**NUMBER OF 5 SOLE VOTING POWER****SHARES** NONE**6 SHARED VOTING POWER****BENEFICIALLY**

603,298 shares of Common Stock

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** NONE**8 SHARED DISPOSITIVE POWER****REPORTING**

603,298 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

603,298 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES** ☐

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

0.1%

**12 TYPE OF REPORTING PERSON**

EP



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**1 NAME OF REPORTING PERSON**

R. Ted Weschler

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**(a) ☒ (b) ☐**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

United States Citizen

**NUMBER OF 5 SOLE VOTING POWER****SHARES** 1,627,432 shares of Common Stock**6 SHARED VOTING POWER****BENEFICIALLY**

0

**OWNED BY 7 SOLE DISPOSITIVE POWER****EACH** 1,627,432 shares of Common Stock**8 SHARED DISPOSITIVE POWER****REPORTING**

85,136 shares of Common Stock

**PERSON****WITH****9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,712,568 shares of Common Stock

**10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES** ☐

Not applicable.

**11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9**

0.5%

**12 TYPE OF REPORTING PERSON**

IN

**SCHEDULE 13G**

**Item 1.**

**(a) Name of Issuer**

DIRECTV

**(b) Address of Issuer's Principal Executive Offices**

2230 East Imperial Highway, El Segundo, CA 90245

**Item 2(a). Name of Person Filing:**

**Item 2(b). Address of Principal Business Office:**

**Item 2(c). Citizenship:**

Warren E. Buffett

3555 Farnam Street

Omaha, Nebraska 68131

United States Citizen

National Indemnity Company

3024 Harney Street

Omaha, Nebraska 68131

Nebraska corporation

Government Employees Insurance Company

One GEICO Plaza

Washington, DC 20076

Maryland Corporation

National Fire and Marine Insurance Company

3024 Harvey Street

Omaha, NE 68154

Nebraska Corporation

FlightSafety International Inc. Retirement Income Plan

c/o FlightSafety International Inc.

LaGuardia Airport

Flushing, NY 11371

New York

GEICO Corporation Pension Plan Trust

c/o GEICO Corporation

1 Geico Plaza

Washington, DC 20076

Maryland

Berkshire Hathaway Inc.

3555 Farnam Street

Omaha, Nebraska 68131

Delaware corporation

GEICO Corporation

One GEICO Plaza

Washington, DC 20076

Delaware Corporation

GEICO Indemnity Company

One GEICO Plaza

Washington, D.C. 20076

Maryland corporation

Fruit of the Loom Pension Trust

c/o Fruit of the Loom

1 Fruit of the Loom Drive

Bowling Green, KY 42102

Kentucky

Johns Manville Corporation Master Pension Trust

c/o Johns Manville Corporation

717 17<sup>th</sup> Street

Denver, CO 80202

Colorado

BNSF Master Retirement Trust

c/o BNSF Railway

2650 Lou Menk Drive

Fort Worth, TX 76131

Texas

General Re Corporation Employee Retirement Trust

120 Long Ridge Road

Stamford, CT 06902

Delaware

Lubrizol Master Trust Pension

c/o The Lubrizol Corporation

29400 Lakeland Blvd.

Wickliffe, Ohio 44092

Ohio

R. Ted Weschler

404 East Main Street

Charlottesville, VA 22902

United States Citizen

**(d) Title of Class of Securities**

Common Stock

**(e) CUSIP Number**

25490A309

**Item 3. If this statement is filed pursuant to § 240.13d-1(b), or § 240.13d-2(b) or (c), check whether the person filing is a:**

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.), Berkshire Hathaway Inc. and GEICO Corporation are each a Parent Holding Company or Control Person, in accordance with § 240.13d-1(b)(1)(ii)(G).

National Indemnity Company, National Fire and Marine Insurance Company, Government Employees Insurance Company and GEICO Indemnity Company are each an Insurance Company as defined in section 3(a)(19) of the Act.

FlightSafety International Inc. Retirement Income Plan, Fruit of the Loom Pension Trust, GEICO Corporation Pension Plan Trust, Johns Manville Corporation Master Pension Trust, BNSF Master Retirement Trust, Lubrizol Master Trust Pension and the General Re Corporation Employee Retirement Trust are each an Employee Benefit Plan in accordance with § 240.13d-1(b)(1)(ii)(F).

#### **Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

##### **(a) Amount beneficially Owned**

See the Cover Pages for each of the Reporting Persons.

##### **(b) Percent of Class**

See the Cover Pages for each of the Reporting Persons.

##### **(c) Number of shares as to which such person has:**

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition of

- (iv) shared power to dispose or to direct the disposition of

See the Cover Pages for each of the Reporting Persons.

#### **Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

See Exhibit A.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit A

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 17<sup>th</sup> day of February, 2015

/s/ Warren E. Buffett

Warren E. Buffett

BERKSHIRE HATHAWAY INC.

By: /s/ Warren E. Buffett

Warren E. Buffett

Chairman of the Board

NATIONAL INDEMNITY COMPANY,  
NATIONAL FIRE AND MARINE  
INSURANCE COMPANY, GEICO  
CORPORATION, GOVERNMENT  
EMPLOYEES INSURANCE COMPANY,  
GEICO INDEMNITY COMPANY,  
FLIGHTSAFETY INTERNATIONAL INC.  
RETIREMENT INCOME PLAN, FRUIT OF  
THE LOOM PENSION TRUST, GEICO  
CORPORATION PENSION PLAN TRUST,  
JOHNS MANVILLE CORPORATION  
MASTER PENSION TRUST, BNSF  
MASTER RETIREMENT TRUST,  
LUBRIZOL MASTER TRUST PENSION  
AND GENERAL RE CORPORATION  
EMPLOYEE RETIREMENT TRUST

By: /s/ Warren E. Buffett

Warren E. Buffett

Attorney-in-Fact

/s/ R. Ted Weschler

R. Ted Weschler



**SCHEDULE 13G**

**EXHIBIT A**

**RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP**

**PARENT HOLDING COMPANIES OR CONTROL PERSONS:**

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

GEICO Corporation

**INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:**

National Indemnity Company

National Fire and Marine Insurance Company

Government Employees Insurance Company

GEICO Indemnity Company

**EMPLOYEE BENEFIT PLANS IN ACCORDANCE WITH § 240.13d-1-(b)(1)(ii)(F)**

FlightSafety International Inc. Retirement Income Plan

Fruit of the Loom Pension Trust

GEICO Corporation Pension Plan Trust

Johns Manville Corporation Master Pension Trust

BNSF Master Retirement Trust

Lubrizol Master Trust Pension

General Re Corporation Employee Retirement Trust

**OTHER MEMBER OF FILING GROUP**

R. Ted Weschler

**SCHEDULE 13G**

**EXHIBIT B**

**JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)**

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Common Stock of DIRECTV may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Warren E. Buffett as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings required to be made by it with the Securities and Exchange Commission.

Dated: February 17, 2015

/S/ Warren E. Buffett  
Warren E. Buffett

Berkshire Hathaway Inc.

Dated: February 17, 2015

/S/ Warren E. Buffett  
By: Warren E. Buffett

Title: Chairman of the Board

National Indemnity Company

Dated: February 17, 2015

/S/ Marc D. Hamburg  
By: Marc D. Hamburg

Title: Chairman of the Board

GEICO Corporation

Dated: February 17, 2015

/S/ Michael H. Campbell  
By: Michael H. Campbell

Title: Vice President

Government Employees Insurance Company

Dated: February 17, 2015

/S/ Michael H. Campbell  
By: Michael H. Campbell

Title: Senior Vice President

GEICO Indemnity Company

Dated: February 17, 2015

/S/ Michael H. Campbell  
By: Michael H. Campbell

Title: Senior Vice President

Dated: February 17, 2015

Flightsafety International Inc. Retirement Income Plan

/S/ Bruce Whitman

By: Bruce Whitman

Title: President and Chief Executive Officer,

FlightSafety International, Inc.

Fruit of the Loom Pension Trust

Dated: February 17, 2015

/S/ Rick Medlin

By: Rick Medlin

Title: President and Chief Executive Officer, Fruit of the  
Loom

GEICO Corporation Pension Plan Trust

Dated: February 17, 2015

/S/ Michael H. Campbell

By: Michael H. Campbell

Title: President and Chief Executive Officer, GEICO  
Corporation

Johns Manville Corporation Master Pension Plan

Dated: February 17, 2015

/S/ Mary Rhinehart

By: Mary Rhinehart

Title: President and Chief Executive Officer

Johns Manville Corporation

National Fire and Marine Insurance Company

Dated: February 17, 2015

/S/ Marc D. Hamburg

By: Marc D. Hamburg

Title: Chairman

General Re Corporation Employee Retirement Trust

Dated: February 17, 2015

/S/ William Gasdaska

By: William Gasdaska

Title: Executive Vice President

General Re Corporation

BNSF Master Retirement Trust

Dated: February 17, 2015

/S/ Julie Piggott

By: Julie Piggott

Title: Vice President, Burlington Northern Santa Fe, LLC

Lubrizol Master Trust Pension

Dated: February 17, 2015

/S/ Brian Valentine

By: Brian Valentine

Title: Vice President, The Lubrizol Corporation

Dated: February 17, 2015

/S/ R. Ted Weschler

By: R. Ted Weschler