GENERAL MOTORS CORP
Form PRE 14A
June 05, 2003

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

x Preliminary Proxy Statement

o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

o Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material Under Rule 14a-12

GENERAL MOTORS CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Information contained herein is subject to completion or amendment. Registration statements relating to these securities have been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time each registration statement becomes effective. This prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such State.

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PRELIMINARY DRAFT DATED JUNE 5, 2003, SUBJECT TO COMPLETION

SOLICITATION OF WRITTEN CONSENT OF

GENERAL MOTORS CORPORATION
COMMON STOCKHOLDERS

PROSPECTUS OF
HUGHES ELECTRONICS CORPORATION
Common Stock,
par value $0.01 per share

PROSPECTUS OF
THE NEWS CORPORATION LIMITED
Preferred Limited Voting Ordinary Shares,
par value A$0.50 per share,
represented by Preferred American Depositary Shares

The Separation of Hughes from GM

and Acquisition by News Corporation of 34% of Hughes

General Motors is asking GM $1 2/3 par value common stockholders and GM Class H common stockholders to approve transactions that will result in the split-off of Hughes from GM through a redemption of all outstanding shares of GM Class H common stock in exchange for shares of Hughes common stock and the acquisition by News Corporation of 34% of the common stock of Hughes outstanding upon completion of the transactions. As part of these transactions, up to 1,198,188,342 shares of Hughes common stock and up to 177,575,257 News Corporation Preferred ADSs will be issued to the GM Class H common stockholders.

Upon completion of the transactions, as described in greater detail in this document:

GM will receive (1) a $275 million special cash dividend from Hughes and (2) for its retained economic interest in Hughes, approximately $3.84 billion from News Corporation, comprised of approximately $3.07 billion in cash and approximately $0.77 billion in News Corporation Preferred ADSs and/or cash; and

GM Class H common stockholders will receive for each share of GM Class H common stock that they own (1) approximately 0.82343 of a share of Hughes common stock and (2) approximately $2.47 worth of News Corporation Preferred ADSs and/or cash.

The Hughes common stock offered by this document will be listed on the New York Stock Exchange under the symbol . The News Corporation preferred limited voting ordinary shares offered by this document will be represented by News Corporation Preferred ADSs, each of which will represent four News Corporation preferred limited voting ordinary shares. The News Corporation Preferred ADSs offered by this document will be listed on the New York Stock Exchange under the symbol NWS.A.

WE URGE YOU TO READ THIS DOCUMENT CAREFULLY, INCLUDING

THE SECTION ENTITLED RISK FACTORS THAT BEGINS ON PAGE 45.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these transactions or the securities to be issued in connection with these transactions. In addition, neither the Securities and Exchange Commission nor any state securities commission has passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

This document, which is dated , 2003, is a combined Consent Solicitation Statement of GM, Prospectus of Hughes and Prospectus of News Corporation and is first being mailed to GM common stockholders on or about , 2003.

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To the GM $1 2/3 par value common stockholders and the GM Class H common stockholders:

GM is proposing to engage in transactions that will result in the separation of its currently wholly owned subsidiary, Hughes Electronics, from GM and the acquisition by News Corporation of 34% of Hughes. If approved by GM common stockholders, the transactions will be accomplished through the following principal steps:

The Hughes split-off GM will distribute to the GM Class H common stockholders one share of Hughes common stock in exchange for and in redemption of each outstanding share of GM Class H common stock that they own. In the aggregate, the shares distributed in the Hughes split-off will constitute approximately 80.2% of the outstanding common stock of Hughes. GM and Hughes will enter into certain separation-related arrangements as part of the Hughes split-off, which will include the payment by Hughes to GM of a $275 million special cash dividend prior to the distribution.

The GM/News stock sale Simultaneously with the Hughes split-off, GM will sell the remaining approximately 19.8% of the outstanding common stock of Hughes to a subsidiary of News Corporation for approximately $3.07 billion in cash and additional consideration consisting of News Corporation Preferred ADSs and/or cash worth approximately $0.77 billion, subject to adjustment based on a collar mechanism that depends upon the trading price of News Corporation Preferred ADSs during a specified period of time prior to the completion of the transactions.

The News stock acquisition Immediately after the Hughes split-off and the GM/News stock sale, a subsidiary of News Corporation will acquire an additional approximately 14.2% of the outstanding common stock of Hughes from the former GM Class H stockholders who received shares of Hughes common stock in the Hughes split-off. The News stock acquisition will be accomplished by merging an indirect wholly owned subsidiary of News Corporation into Hughes. In this merger, holders of Hughes common stock immediately prior to the merger (*i.e.*, the former GM Class H common stockholders) will receive in the aggregate approximately $2.74 billion in consideration, subject to adjustment based on the collar mechanism, consisting of News Corporation Preferred ADSs and/or cash, in exchange for the Hughes common stock acquired by News Corporation, and will retain in the aggregate approximately 82.3% of the common stock of Hughes they received in the Hughes split-off.

As a result of the transactions, each holder of GM Class H common stock will receive for each of their shares of GM Class H common stock approximately 0.82343 of a share of Hughes common stock and approximately $2.47 worth of News Corporation Preferred ADSs, cash or a combination of News Corporation Preferred ADSs and cash, subject to adjustment based on the collar mechanism.

You should understand that the above referenced percentages and amounts are based on certain assumptions described in this document. The terms of the transactions and the specific amounts that GM and the GM Class H common stockholders will receive as a result of the transactions are described in greater detail in this document.

Upon completion of the transactions:

The GM Class H common stock will be eliminated and GM will no longer have tracking stock ;

The GM $1 2/3 par value common stock will remain outstanding and will be GM s only class of common stock;

Hughes will become an independent public company; and

News Corporation will indirectly own 34% of the outstanding Hughes common stock and the former GM Class H common stockholders will own the remaining 66% of the outstanding Hughes common stock.

THE BOARD OF DIRECTORS OF GENERAL MOTORS HAS APPROVED THE TRANSACTIONS AND RECOMMENDS THAT YOU VOTE TO APPROVE EACH OF THE PROPOSALS SUBMITTED FOR YOUR APPROVAL BY EXECUTING AND RETURNING THE ENCLOSED CONSENT CARD AS SOON AS POSSIBLE.

GM, as the sole stockholder of Hughes, has already approved certain aspects of the transactions. However, other aspects of the transactions require GM common stockholder approval and, accordingly, none of the transactions will be completed unless GM common stockholder approval is obtained. If the GM $1 2/3 par value common stockholders and GM Class H common stockholders, each voting separately as a class and voting together as a single class based on their respective per share voting power, do not approve each of the proposals relating to the transactions, none of the transactions will occur. In that event, Hughes will remain a wholly owned subsidiary of GM and GM Class H common stock will remain outstanding as a tracking stock of GM reflecting the financial performance of Hughes. Therefore, your vote on these matters is very important.

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This document contains important information about each of the transactions. **We urge you to read this document carefully, including the section entitled Risk Factors that begins on page 45.**

Hughes strongly supports its separation from GM and the acquisition by a subsidiary of News Corporation of 34% of Hughes pursuant to the transactions. Hughes joins with the GM board of directors in enthusiastically recommending that you vote in favor of the transactions.

/s/ G. RICHARD WAGONER, JR.	/s/ JACK A. SHAW
G. Richard Wagoner, Jr.	Jack A. Shaw
Chairman and Chief Executive Officer	*President and Chief Executive Officer*
General Motors Corporation	*Hughes Electronics Corporation*

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ADDITIONAL INFORMATION

This document incorporates important business and financial information about GM, Hughes and News Corporation from other documents that are not included in or delivered with this document. You may obtain these documents at the SEC s website, www.sec.gov , and you may also obtain certain of these documents at the following websites:

GM: Documents relating to GM are available at GM s website, www.gm.com by selecting Investor Information and then selecting SEC Filings ;

Hughes: Documents relating to Hughes are available at Hughes website, www.hughes.com by selecting Investor Relations and then selecting SEC Filings ; and

News Corporation: Documents relating to News Corporation are available at News Corporation s website, www.newscorp.com by selecting Investor & Financial and then selecting SEC.

We are not incorporating the contents of the websites of the SEC, GM, Hughes, News Corporation or any other person into this document. We are only providing information about how you can obtain certain documents that are incorporated into this document by reference at these websites.

This information is also available to you without charge upon your written or oral request as described below. Written and telephone requests by GM common stockholders for any of the documents of GM, Hughes or News Corporation should be directed to GM as indicated below:

GM Fulfillment Center

MC 480-000-FC1
30200 Stephenson Hwy.
Madison Heights, Michigan 48071
Telephone: ( ) -

If you would like to request copies of any documents, please do so no later than , 2003 in order to ensure timely delivery. This date is five business days prior to the estimated end of the minimum 20 business day consent solicitation period required by the SEC because information has been incorporated into this document by reference.

For additional information about where to obtain copies of documents, see Where You Can Find More Information beginning on page 284.

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You should rely only on the information contained in, or incorporated by reference into, this document. We have not authorized anyone to provide you with information different from that contained in, or incorporated by reference into, this document. This does not constitute an offer to sell, nor a solicitation of an offer to buy, the securities offered by this document in any jurisdiction where offers and sales are not permitted under the laws of such jurisdiction. In addition, this does not constitute a solicitation of a consent or vote to approve the transactions or any other matter in any jurisdiction where such a solicitation is not permitted under the laws of such jurisdiction. The information contained in, or incorporated by reference into, this document is accurate only as of the date of this

document regardless of the time of delivery or of any sale of the securities offered by this document.

In order to illustrate the effects of the transactions, we have set forth throughout this document certain calculations of share ownership percentages, values to be provided and various other matters. You should understand that these calculations are for illustrative purposes only and the actual amounts will not be known until the time of the completion of the transactions. For information regarding the assumptions underlying these calculations, see The Transactions Description of the Transactions Certain Assumptions on page 75.

In addition, you should be aware that the number of shares of Hughes common stock and News Corporation Preferred ADSs to be distributed or issued to GM Class H common stockholders in the transactions could differ from the estimates indicated on the cover of this document. The numbers of shares of Hughes common stock and News Corporation Preferred ADSs to be distributed or issued to GM Class H common stockholders in the transactions, as indicated on the cover of this document, are estimates of the maximum number of shares to be distributed or issued to such stockholders. The actual numbers to be distributed or issued will depend on certain factors that will not be known until the time of the completion of the transactions, such as the number of shares of GM Class H common stock outstanding as of such time, the exchange ratio and whether News Corporation elects to pay for shares of Hughes common stock to be acquired pursuant to the transactions with cash rather than News Corporation Preferred ADSs. Moreover, the number of News Corporation Preferred ADSs identified on the cover of this document does not include any shares of News Corporation Preferred ADSs that may be issued to GM in the transactions.

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QUESTIONS AND ANSWERS ABOUT THE TRANSACTIONS

Q1. What is the Hughes split-off?

A1. The Hughes split-off consists of proposed transactions that will result in the distribution of approximately 80.2% of the equity of Hughes to the GM Class H common stockholders.

There are two principal components to the Hughes split-off:

Hughes Special Dividend. First, Hughes will declare and pay to GM a $275 million special cash dividend.

Hughes Split-Off Share Exchange. GM will then distribute shares of Hughes common stock, representing approximately 80.2% of the equity of Hughes, to GM Class H common stockholders in redemption of all of the outstanding shares of GM Class H common stock. Shares of Hughes common stock will be exchanged for shares of GM Class H common stock on a one-share-for-one-share basis in the Hughes split-off share exchange.

Simultaneously with the Hughes split-off, GM and News Corporation will complete the proposed GM/News stock sale as described in the answer to Question 2 below.

For more information, see pages 12, 68 and 160.

Q2. What is the GM/News stock sale?

A2. The GM/News stock sale is the proposed transaction in which, simultaneously with the completion of the Hughes split-off, GM will sell to a subsidiary of News Corporation all of the remaining equity of Hughes held by it for approximately $3.84 billion, comprised of approximately $3.07 billion in cash with the balance of approximately $0.77 billion paid in News Corporation Preferred ADSs and/or cash at News Corporation s election. The answer to Question 5 below describes in greater detail what GM will receive in exchange for these shares in the GM/News stock sale. Upon completion of the GM/News stock sale, News Corporation will indirectly own approximately 19.8% of the outstanding equity of Hughes.

As a result of the Hughes split-off and the GM/News stock sale, Hughes will become an independent public company, separate from and no longer owned by GM.

Immediately after the simultaneous completion of the Hughes split-off and the GM/News stock sale, Hughes and News Corporation will complete the proposed News stock acquisition as described in the answer to Question 3 below.

For more information, see pages 12, 69 and 161.

Q3. What is the News stock acquisition?

A3. The News stock acquisition is the proposed merger in which, immediately after the completion of the Hughes split-off and the GM/News stock sale, a wholly owned subsidiary of News Corporation will merge with and into Hughes. In the merger, a subsidiary of News Corporation will acquire approximately 14.2% of the outstanding Hughes common stock from the former GM Class H common stockholders through the conversion of a portion of the shares of Hughes common stock they will receive in the Hughes split-off into News Corporation Preferred ADSs and/or cash at News Corporation s election, as described in the answer to Question 4 below. As a result, News Corporation will indirectly own exactly 34% of the Hughes common stock outstanding upon completion of the transactions, and the other 66% of the Hughes common stock outstanding upon completion of the transactions will be held by the former holders of GM Class H common stock.

For more information, see pages 12, 71 and 173.

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Q4. What will I receive if the transactions occur?

A4. *GM Class H Common Stockholders.* Upon completion of the transactions, based on certain assumptions described elsewhere in this document, GM Class H common stockholders will receive, in exchange for each share of GM Class H common stock held immediately prior to the transactions:

approximately 0.82343 of a share of Hughes common stock; and

approximately $2.47 worth of News Corporation Preferred ADSs and/or cash, subject to adjustment based on a collar mechanism that depends upon the trading price of News Corporation Preferred ADSs during a specified period of time prior to the completion of the transactions.

As a result of the transactions, all outstanding shares of GM Class H common stock will be redeemed and cancelled and GM Class H common stockholders will no longer be holders of the Class H tracking stock of GM. Instead, the former GM Class H common stockholders will be holders of an asset-based stock of Hughes. This asset-based stock will represent a direct equity interest in Hughes rather than the current tracking stock s direct equity interest in GM with its financial returns based on the financial performance of Hughes. GM Class H common stockholders will also receive News Corporation Preferred ADSs and/or cash for a portion of their interest in Hughes. While for U.S. federal income tax purposes the Hughes split-off share exchange generally will be tax-free to GM and its stockholders, the GM/News stock sale and the receipt by the former GM Class H common stockholders of News Corporation Preferred ADSs and/or cash in the News stock acquisition will be taxable transactions.

As described in greater detail elsewhere in this document, the number of shares of Hughes common stock and the number of News Corporation Preferred ADSs and/or the amount of cash that GM Class H common stockholders will receive in the transactions for each share of GM Class H common stock cannot be definitively determined until the time of the completion of the transactions because these amounts will depend upon factors that will not be known until that time.

GM $1 2/3 Par Value Common Stockholders. Upon completion of the transactions, GM $1 2/3 par value common stockholders will retain their shares of GM $1 2/3 par value common stock. The GM $1 2/3 par value common stock will then be GM s only class of common stock, and GM will be a company focused primarily on its core automotive and related businesses. GM will no longer own any shares of Hughes common stock. GM $1 2/3 par value common stockholders will, however, have an indirect interest in the financial performance of News Corporation and Hughes to the extent that GM acquires any News Corporation Preferred ADSs pursuant to the GM/News stock sale, as described in the answer to Question 5 below, and continues to hold such shares.

For more information, see pages 12, 17, 71 and 173.

Q5. What will GM receive if the transactions occur?

A5. The transactions are designed to provide significant liquidity and value to GM in respect of GM s approximately 19.8% retained economic interest in Hughes. If the transactions occur, GM will receive:

a $275 million special cash dividend from Hughes; and

approximately $3.84 billion from News Corporation, comprised of approximately $3.07 billion in cash and approximately $0.77 billion in News Corporation Preferred ADSs and/or cash, subject to adjustment based on the collar mechanism.

The $275 million special cash dividend from Hughes to GM will provide additional liquidity to GM in the context of the transactions and is designed to compensate GM for the value enhancement arising from the exchange of asset-based stock of Hughes (in the form of Hughes common stock) for the GM Class H common stock, a tracking stock of GM on a one-share-for-one-share basis.

The amount of cash and the number of News Corporation Preferred ADSs that GM will receive in the transactions cannot be definitively determined until the time of the completion of the GM/News stock sale because these amounts will depend upon factors that will not be known until that time.

For more information, see pages 12, 16, 69 and 161.

Q6. What are News Corporation Preferred ADSs?

A6. News Corporation Preferred ADSs are Preferred American Depositary Shares of News Corporation, which are traded on the NYSE under the symbol NWS.A. Each News Corporation Preferred ADS represents four preferred limited voting ordinary shares of News Corporation (which we sometimes refer to as Preferred Ordinary Shares), which are traded on the Australian Stock Exchange under the symbol NCPDP. News Corporation also has outstanding ordinary American depositary shares, which are traded on the NYSE under the symbol NWS. Each News Corporation Ordinary ADS represents four ordinary shares of News Corporation (which we sometimes refer to as Ordinary Shares). Although holders of Ordinary Shares have full voting rights, holders of Preferred Ordinary Shares and News Corporation Preferred ADSs have no voting rights except in limited circumstances.

For more information, see pages 26, 218 and 235.

Q7. Why is GM receiving different consideration than the GM Class H common stockholders?

A7. As part of the transactions, Hughes is being separated from GM in order to better position Hughes to compete within its industries and GM is exiting its investment in the Hughes business in order to focus on its core automotive and related operations. Accordingly, one of GM s principal objectives of the transactions is the monetization of GM s retained economic interest in Hughes in order to meet GM s liquidity objectives. To meet this objective, GM will receive cash for a significant portion, and possibly all, of its retained economic interest in Hughes.

As a result of the transactions, the GM Class H common stockholders will continue to hold an investment interest in the business of Hughes, but this interest will be in the form of asset-based stock of Hughes rather than a GM tracking stock reflecting the financial performance of Hughes. GM and Hughes believe that, generally speaking, GM Class H common stockholders own shares of GM Class H common stock because they seek to benefit from an investment in the business of Hughes. The transactions will permit these stockholders to continue most of that investment through a significant asset-based ownership interest in Hughes. In addition, the GM Class H common stockholders will receive News Corporation Preferred ADSs and/or cash for the portion of their interest in Hughes that will be exchanged in the News stock acquisition.

The type and amount of consideration to be paid to GM and the GM Class H common stockholders pursuant to the transactions was the result of negotiations among GM, Hughes and News Corporation. In light of GM s objectives and the interests of the GM Class H common stockholders, the consideration negotiated was determined to be appropriate in the context of the proposed transactions.

For more information, see pages 21, 67 and 79.

Q8. When will the transactions be completed?

A8. We are working diligently to complete the transactions as soon as reasonably possible. We will, however, not complete the transactions unless the conditions set forth in the transaction agreements are satisfied or waived. These conditions include, among other things, the requisite GM common stockholder approval of the proposals relating to the transactions, the receipt of an IRS ruling regarding the tax-free status of the Hughes split-off share exchange and the receipt of antitrust and other regulatory approvals of the transactions. Assuming that all of the conditions are satisfied or waived within the time frame we currently anticipate, we expect to complete the transactions in late 2003 or early 2004.

For more information, see page 64.

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Q9. Will News Corporation combine its business with the Hughes business in the merger?

A9. No. As a result of the transactions, Hughes will become an independent, publicly owned company with 34% of its outstanding common stock owned by a subsidiary of News Corporation and the remaining 66% owned by the former GM Class H common stockholders. Immediately after the completion of the transactions, the News Corporation subsidiary that acquired 34% of the outstanding Hughes common stock in the transactions will transfer all of the shares of Hughes common stock that it owns to Fox Entertainment, another subsidiary of News Corporation. Although News Corporation s Fox Entertainment subsidiary will own a significant minority interest in Hughes as a result of the transactions, News Corporation s and its subsidiaries businesses will not be combined with the businesses of Hughes as part of the transactions.

For more information, see pages 12, 20, 71 and 173.

Q10. What are GM common stockholders being asked to approve?

A10. GM $1 2/3 par value common stockholders and GM Class H common stockholders, each voting separately as a class and voting together as a single class based on their respective per share voting power, are being asked to approve an amendment to the GM restated certificate of incorporation and to ratify four matters relating to the transactions. The transactions will not take place unless each of these five matters is approved or ratified, as applicable, by GM $1 2/3 par value common stockholders and GM Class H common stockholders. In addition, GM common stockholders are being asked to approve a further amendment to the GM restated certificate of incorporation to reflect the elimination of the GM Class H common stock after the completion of the transactions, but the transactions are not conditioned upon approval of this further GM charter amendment by GM $1 2/3 par value common stockholders and GM Class H common stockholders.

Proposals 1 through 5, all of which relate to the transactions, are separate matters to be voted upon by GM common stockholders but are expressly conditioned upon the approval of each of the other proposals (but not proposal 6). This means that ALL FIVE of these proposals must be approved or ratified, as applicable, by GM $1 2/3 par value common stockholders and GM Class H common stockholders in order for GM to obtain the requisite GM common stockholder approval of the transactions. The transactions described in this document will not be completed, even if all of the other conditions are satisfied or waived, if the requisite GM common stockholder approval of these five proposals is not received.

The proposals are as follows:

Proposal 1: Approval of GM Charter Amendment. This proposal is to approve an amendment to the GM restated certificate of incorporation that would provide GM the ability to implement the Hughes split-off share exchange.

The amendment would add two important provisions to the GM restated certificate of incorporation and make certain other clarifying changes to facilitate the transactions. As a result of these changes:

- GM will be able to split off Hughes by exchanging one share of Hughes common stock for, and in redemption of, each outstanding share of GM Class H common stock; and

- the provisions of the GM restated certificate of incorporation that provide for a recapitalization of GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate under certain circumstances will not apply to the Hughes split-off share exchange.

These provisions will have effect only if the transactions are completed.

Proposal 2: Ratification of the New Hughes Certificate of Incorporation, Including the Excess Stock Provision. This proposal is to ratify the new Hughes certificate of incorporation, which would establish, among other things, the terms of the Hughes common stock after the transactions.

The new Hughes certificate of incorporation will contain a number of important provisions, including a provision that we sometimes refer to as the excess stock provision. The excess stock provision will provide that no person may acquire any shares of Hughes capital stock during the first year after the completion of the transactions if the acquisition would result in any such person (together with other persons treated as related to such person under the new Hughes certificate of incorporation) holding 10% or more of Hughes. This restriction will not apply to News Corporation s acquisition of 34% of the outstanding Hughes common stock in the transactions but will prevent News Corporation (and other persons treated as related to News Corporation under the new Hughes certificate of incorporation) from acquiring additional shares of Hughes capital stock for one year after completion of the transactions. This provision was designed to protect Hughes and its stockholders from liability for potential adverse tax effects from certain changes in the ownership of Hughes after the transactions and from the potential adverse impact of a third party seeking to acquire control of Hughes at a lower price than might be available due to the fact that News Corporation (which will be Hughes largest stockholder after the transactions) and its affiliates, in order to preserve the tax-free status of the Hughes split-off share exchange, would not be permitted to acquire additional shares of Hughes during the one year duration of the excess stock provision and thus would not be able to offer a higher price or cause the third party to offer a higher price to Hughes stockholders. In addition, the excess stock provision was included in the new Hughes certificate of incorporation in order to induce News Corporation to enter into the agreements relating to the transactions since, during the negotiation of the transaction agreements, News Corporation informed GM and Hughes that it was not willing to agree to the transactions unless the transaction agreements prohibited third parties from acquiring substantial blocks of Hughes capital stock during the period that News Corporation was contractually prohibited from acquiring additional shares of Hughes capital stock. However, you should understand that this provision could have the effect of delaying, deferring or preventing a change of control of Hughes during the first year after the completion of the transactions.

Proposal 3: Ratification of the Hughes Split-Off, Including the Special Dividend. This proposal is to ratify the Hughes split-off, including the $275 million special cash dividend from Hughes to GM, as described in this document.

By approving this proposal, you are consenting to an asset transfer from Hughes to GM (the $275 million special cash dividend) in accordance with the GM board policy statement regarding certain capital stock matters and you are also approving certain other separation-related arrangements between GM and Hughes, including new tax sharing arrangements between GM and Hughes that will become effective upon the completion of the transactions.

Proposal 4: Ratification of the GM/News Stock Sale. This proposal is to ratify the GM/News stock sale as described in this document.

Proposal 5: Ratification of the News Stock Acquisition. This proposal is to ratify the News stock acquisition as described in this document.

Proposal 6: Approval of the Second GM Charter Amendment. This proposal is to approve a further amendment to the GM restated certificate of incorporation to eliminate certain provisions relating to the GM Class H common stock that will no longer be necessary after the completion of the transactions.

The completion of the transactions is NOT conditioned upon the approval by GM $1 2/3 par value common stockholders and GM Class H common stockholders of proposal 6. Proposal 6, however, will not be implemented unless proposals 1 through 5 are approved and the transactions are completed.

For more information, see pages 145 and 261.

Q11. Will GM Class H common stockholders be forgoing any rights that they have now by approving the matters being submitted to them?

A11. Yes. By approving the proposals relating to the transactions, GM Class H common stockholders will forgo important rights that would otherwise be available to them if the transactions were completed without their approval:

First, the GM restated certificate of incorporation currently provides for the recapitalization of GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate under certain circumstances. GM is asking both classes of its common stockholders to approve a charter amendment that will provide that the 120% recapitalization provision will not apply to the transactions described in this document. If the transactions were completed without that charter amendment, the 120% recapitalization provision would apply. If the 120% recapitalization provision applied, each share of GM Class H common stock would be valued for purposes of that provision at $13.42, representing a premium of 20% to the GM Class H common stockholders based on the average of the closing prices of GM Class H common stock for the 15 consecutive trading days ending one trading day prior to April 9, 2003, the date of the public announcement of the transactions. If the 120% recapitalization provision applied, each share of GM Class H common stock would be exchanged for 0.38977 of a share of GM $1 2/3 par value common stock, which would have been valued at $34.42 per share, based on the average of the closing prices of GM $1 2/3 par value common stock for the same 15 consecutive trading days. You should understand, however, that GM is not proposing the transactions on terms that would involve the 120% recapitalization provision of the GM restated certificate of incorporation.

Second, GM s board of directors has previously adopted a policy statement that generally calls for a proportionate dividend to be paid to GM Class H common stockholders in accordance with their tracking stock interest in Hughes whenever GM receives a dividend from Hughes, unless the transaction where the dividend is paid receives the consent of both classes of GM common stockholders. GM is asking both classes of its common stockholders to approve the $275 million special cash dividend from Hughes to GM without the payment of a proportionate dividend to the holders of GM Class H common stock. If the transactions were completed without this approval (and without any other action by the GM board of directors to cause the policy statement to be inapplicable), GM would have been required to pay a dividend to GM Class H common stockholders in an aggregate amount of approximately $220.4 million (or approximately $0.20 per share of GM Class H common stock), representing approximately 80.2% of the $275 million special cash dividend to be paid to GM by Hughes. You should understand, however, that GM is not proposing the transactions on terms that would involve the requirement to pay proportionate dividends to the GM Class H common stockholders under the GM board policy statement.

The terms of the transactions as proposed in this document provide that the 120% recapitalization provision and the payment of a proportionate dividend to GM Class H common stockholders will not be applicable. If the requisite GM common stockholder approval is not obtained, the transactions described in this document will not occur. In that event, the charter and policy statement provisions will continue in effect but there will be no recapitalization of GM Class H common stock into GM $1 2/3 common stock at a 120% exchange rate and there will be no proportionate dividend paid to GM Class H common stockholders.

For more information, see pages 46, 83, 147, 149, 263 and 265.

Q12. What is the effect of ratification of certain matters as proposed in proposals 2, 3, 4 and 5?

A12. Ratification is an expression of approval by stockholders of one or more matters for which their approval is not necessarily required as a matter of law. In general, ratification by stockholders is effective to approve actions taken by a corporation and its board of directors, even if the actions are challenged by some of the stockholders, provided that such actions are not against public policy (such as actions involving waste, fraud or similar egregious misconduct).

GM believes, therefore, that ratification by GM common stockholders of the new Hughes certificate of incorporation (including the excess stock provision), the Hughes split-off (including the $275 million special cash dividend from Hughes to GM), the GM/News stock sale and the News stock acquisition should extinguish any claim by such stockholders (other than for waste, fraud or similar egregious misconduct or based on lack of proper disclosure) against GM and its directors based on these transactions, including a claim alleging unfairness of these transactions to either or both classes of GM common stockholders or alleging any deficiency in the process of developing the terms of these transactions or the GM board of directors consideration or approval of these transactions.

For more information, see pages 22, 64, 147 and 263.

Q13. What is the GM board of directors recommendation regarding the proposals being submitted to GM common stockholders?

A13. The GM board of directors approved the transactions by unanimous vote of all those directors present at the applicable GM board meeting and recommends that GM $1 2/3 par value common stockholders and GM Class H common stockholders vote to approve each of the proposals described in this document by executing and returning the enclosed consent card as soon as possible. For more information, see pages 22, 78, 99, 106, 150 and 266.

Q14. Did the Hughes board of directors consider the transactions?

A14. Yes. The Hughes board of directors unanimously approved the transactions and recommended that the GM board of directors approve the transactions. For more information, see page 98.

Q15. Which GM common stockholders are entitled to vote on the transactions?

A15. Only GM $1 2/3 par value common stockholders and GM Class H common stockholders who held shares on the record date, , 2003, are entitled to vote on the transactions.

For more information, see page 267.

Q16. What should I do now?

A16. GM $1 2/3 par value common stockholders and GM Class H common stockholders whose shares are not held in street name through a broker should complete, date, sign and return the enclosed consent card as directed in this document and in the related materials as soon as possible.

If you are a GM $1 2/3 par value common stockholder or GM Class H common stockholder and you participate in certain employee savings plans identified elsewhere in this document, your consent will serve as a voting instruction for the plan trustees, plan committees or independent fiduciaries of those plans, who will vote your shares of GM common stock held in any of these employee savings plans in accordance with your instructions. You may submit your consent for shares held in any of these employee savings plans by executing and returning the enclosed consent card.

If your shares of GM $1 2/3 par value common stock and/or GM Class H common stock are held in street name by a broker, your broker will vote your shares only if you provide instructions to your broker on how to vote. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Without your instructions, your shares of GM common stock will not be voted in connection with the transactions, which will have the same effect as voting against the transactions.

Before submitting your consent or instructing your broker on how to vote, we urge all GM common stockholders to review and carefully consider the information contained in and incorporated by reference into this document, including the factors described in the section entitled Risk Factors beginning on page 45.

For more information, see page 261.

Q17. What happens if a GM common stockholder does not submit a consent?

A17. If a GM $1 2/3 par value common stockholder or a GM Class H common stockholder does not submit a consent, it will have the same effect as a vote against the proposals relating to the transactions. We urge all GM $1 2/3 par value common stockholders and GM Class H common stockholders to please complete, date, sign and return the enclosed consent card as soon as possible. However, with respect to shares held through employee savings plans, procedures differ among the plans with respect to the voting of shares for which no consent is received. These procedures are explained in greater detail else where in this document. Your vote is important regardless of the number of shares that you own.

For more information, see pages 267 and 268.

Q18. Can GM common stockholders revoke their approval once the consent is submitted?

A18. Yes. Any GM $1 2/3 par value common stockholder or GM Class H common stockholder can revoke his or her consent, or any withholding of consent, at any time prior to the requisite GM common stockholder approval of the transactions. GM common stockholder approval of the proposals relating to the transactions will occur as soon as consents representing the requisite GM common stockholder approval described above in the answer to Question 10 are delivered to GM in accordance with Delaware corporation law but no sooner than twenty business days after the date this document is mailed to GM common stockholders. However, if GM does not receive the number of consents required within 60 days of the earliest dated consent delivered to GM in accordance with Delaware corporation law, the requisite GM common stockholder approval of the proposals relating to the transactions will not have occurred.

You can revoke your consent by filing with the Secretary of GM a written notice stating that you would like to revoke your consent. You can also revoke your consent, or any withholding of consent, by filing with the Secretary of GM another consent bearing a later date. You should send any written revocations to the Secretary of GM at the following address:

General Motors Corporation
Renaissance Center
P.O. Box 300
Mail Code 482-C38-B71
Detroit, Michigan 48265-3000
Attention: Secretary

For more information, see page 267.

Q19. Should I send in my stock certificates now?

A19. No. You should NOT send in your stock certificates at this time. You will receive further correspondence regarding the exchange of shares of GM Class H common stock after the transactions have been completed.

Q20. What should I do if I have other questions?

A20. If you are a GM $1 2/3 par value common stockholder or GM Class H common stockholder and you have any questions about any of the transactions or how to complete and submit your consent card, or if you would like to request additional copies of this document, please contact the GM consent solicitation agent as indicated below:

Morrow & Co., Inc.
445 Park Avenue
5th Floor
New York, New York 10022
( ) - (Toll-Free) for calls in the United States, Canada and Mexico
( ) - (Collect) for calls outside the United States, Canada and Mexico

You may also obtain free copies of documents publicly filed by GM, Hughes and News Corporation at the SEC s website at www.sec.gov , and you may also obtain certain of these documents at GM s website at www.gm.com or at Hughes website at www.hughes.com or at News Corporation s website at www.newscorp.com . We are not incorporating the contents of the websites of the SEC, GM, Hughes, News Corporation or any other person into this document, but we are providing this information for your convenience.

For more information on how to obtain copies of documents, see Where You Can Find More Information on page 284.

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SUMMARY

In this summary, we highlight selected information that we describe in greater detail elsewhere in this document. This summary does not contain all of the important information contained in this document. You should read carefully this entire document and the other documents to which we refer you for a more complete understanding of the Hughes split-off, the GM/News stock sale, the News stock acquisition and other related matters. In addition, we incorporate by reference into this document important business and financial information about GM, Hughes and News Corporation that is set forth in other documents that these companies have filed publicly with the SEC. You may obtain the information incorporated by reference into this document without charge from GM by following the instructions in the section entitled Where You Can Find More Information that begins on page 284.

The Companies

General Motors Corporation (See page 183)

General Motors is primarily engaged in the automotive and, through its wholly owned Hughes subsidiary, the telecommunications and media industries. Additional information about Hughes is included below. GM is the world s largest manufacturer of automotive vehicles. GM also has financing and insurance operations and, to a lesser extent, is engaged in other industries. GM s other operations include the designing, manufacturing and marketing of locomotives and other heavy-duty transmissions.

As a result of the transactions that are the subject of this document, Hughes will be separated from GM.

GM s principal executive offices are located at 300 Renaissance Center, Detroit, Michigan 48265-3000, and GM s telephone number is (313) 556-5000.

Hughes Electronics Corporation (See page 191)

Hughes is a world-leading provider of digital television entertainment, broadband satellite networks and services, and global video and data broadcasting. Hughes provides advanced communications services on a global basis and has developed a wide range of entertainment, information and communications services for home and business use, including video, data, voice, multimedia and Internet services.

Hughes is currently a wholly owned subsidiary of General Motors. As a result of the transactions that are the subject of this document, Hughes will be separated from GM.

Hughes principal executive offices are located at 200 North Sepulveda Boulevard, El Segundo, California 90245, and Hughes telephone number is (310) 662-9688.

The News Corporation Limited and Certain Affiliates (See page 192)

News Corporation. News Corporation is a diversified international media and entertainment company with operations in a number of industry segments, including filmed entertainment, television, cable network programming, magazines and inserts, newspapers and book publishing. The activities of News Corporation are conducted principally in the United States, the United Kingdom, Italy, Asia, Australia and the Pacific Basin.

News Corporation s principal executive offices are located at 2 Holt Street, Surry Hills, New South Wales, 2010 Australia, and News Corporation s telephone number is 61-2-9-288-3000.

NPAL. News Publishing Australia Limited, a wholly owned subsidiary of News Corporation, engages, through its subsidiaries, in News Corporation s businesses conducted in the United States. NPAL is the subsidiary of News Corporation that is acquiring 34% of Hughes in the GM/News stock sale and the News stock acquisition. NPAL s principal executive offices are located at 1211 Avenue of the Americas, New York, New York 10036, and NPAL s telephone number is (212) 852-7000.

Fox Entertainment. News Corporation, through NPAL, holds approximately 80.6% of the equity of Fox Entertainment Group, Inc. and approximately 97% of its voting power. Immediately after the completion of the transactions, NPAL will transfer all of the shares of Hughes common stock that it owns to Fox Entertainment. In connection with this transfer, News Corporation s indirect ownership of Fox Entertainment will be increased to approximately 82% and its voting power will remain at approximately 97%. For more information about this transfer, see The Transactions Description of the Transactions Related Transactions. Fox Entertainment is principally engaged in the development, production and worldwide distribution of feature films and television programs, television broadcasting and cable network programming. Fox Entertainment s principal executive offices are located at 1211 Avenue of the Americas, New York, New York, 10036, and Fox Entertainment s telephone number is (212) 852-7111.

Background Regarding GM s Retained Economic Interest in Hughes

(See pages 65 and 203)

As part of the transactions that are the subject of this document, GM will sell all of its retained economic interest in Hughes to NPAL, a wholly owned subsidiary of News Corporation. While GM owns 100% of Hughes, its retained economic interest represents its notional interest in the financial performance of Hughes in accordance with the provisions of the GM restated certificate of incorporation. The GM restated certificate of incorporation allocates the earnings of Hughes between the two classes of GM common stock: GM $1 2/3 par value common stock and GM Class H common stock. The percentage of Hughes earnings that is allocable to the GM $1 2/3 par value common stock represents what we sometimes refer to as GM s retained economic interest in Hughes. The remaining percentage of Hughes earnings is allocable to the GM Class H common stock. Currently, GM s retained economic interest in Hughes is approximately 19.8% and the remaining approximately 80.2% economic interest in Hughes is represented by the outstanding GM Class H common stock. GM s retained economic interest in Hughes will be represented by all of the outstanding shares of Hughes Class B common stock at the time of the completion of the transactions.

GM s retained economic interest in Hughes is subject to adjustment from time to time in accordance with the provisions of the GM restated certificate of incorporation. For example, GM s retained economic interest in Hughes is subject to reduction as a result of the exercise of stock options in respect of GM Class H common stock and is subject to increase as a result of repurchases by GM of shares of GM Class H common stock. You should understand that, as a result of the operation of these provisions of the GM restated certificate of incorporation, the size of GM s retained economic interest in Hughes may change from time to time between now and the time of the completion of the transactions and, accordingly, may differ from the 19.8% amount calculated as of the date of this document. However, notwithstanding any changes in the size of GM s retained economic interest in Hughes, News Corporation will indirectly own exactly 34% of the outstanding Hughes common stock upon completion of the transactions. This is because the merger agreement provides that News Corporation will acquire in the News stock acquisition an amount of Hughes common stock that results in its ownership upon the completion of the transactions equaling exactly 34%. This means that if GM s retained economic interest in Hughes decreases between now and the time of the completion of the transactions, the number of shares of Hughes common stock that will be exchanged in the merger described below at Description of the Transactions The News Stock Acquisition will increase from the amounts used in the illustrative calculations set forth in this document. Similarly, if GM s retained economic interest in Hughes increases during such period, the number of shares of Hughes common stock that will be exchanged in the merger will decrease from the amounts used in the illustrative calculations set forth in this document.

GM s receipt of the $275 million special cash dividend from Hughes will not have any affect on GM s retained economic interest in Hughes.

Description of the Transactions

(See pages 63 and 160)

The transactions that are the subject of this document principally consist of the Hughes split-off, the GM/ News stock sale and the News stock acquisition but also include other related transactions contemplated by the agreements among GM, Hughes and News Corporation. The obligations of the companies to complete the transactions that are the subject of this document are subject to the satisfaction or waiver of certain conditions, which are discussed below at Conditions to Completing the Transactions. The transactions are structured so that the Hughes split-off will occur simultaneously with the GM/ News stock sale, and the News stock acquisition will occur immediately after the completion of those two transactions.

Let us tell you more about the transactions:

The Hughes Split-Off (See pages 68 and 160)

The Hughes split-off will be accomplished in two related steps the payment of the Hughes special dividend and the Hughes split-off share exchange.

Hughes Special Dividend. The first step of the Hughes split-off is the declaration and payment by Hughes to GM of a $275 million special cash dividend. The special cash dividend will provide additional liquidity to GM in the context of the transactions and is designed to compensate GM for the value enhancement to GM Class H common stockholders arising from the exchange of Hughes common stock, an asset-based stock of Hughes, for the GM Class H common stock, a tracking stock of GM, on a one-share-for-one-share basis.

Hughes Split-Off Share Exchange. The second step of the Hughes split-off is the Hughes split-off share exchange. Simultaneously with the GM/ News stock sale, GM will distribute, on a one-share-for-one-share basis, shares of Hughes common stock to the holders of GM Class H common stock in exchange for and in redemption of all of the outstanding shares of GM Class H common stock. The distributed shares will represent approximately 80.2% of the outstanding equity in Hughes. All of the formerly outstanding shares of GM Class H common stock will be cancelled, and no shares of GM Class H common stock will be outstanding after the Hughes split-off share exchange.

GM does not currently have the ability to exchange shares of Hughes common stock in redemption of shares of GM Class H common stock. One principal effect of the proposed amendment to the GM restated certificate of incorporation pursuant to proposal 1 of GM s consent solicitation is to enable the GM board of directors to make this exchange on the terms described in this document.

The GM/ News Stock Sale (See pages 69 and 161)

Immediately prior to the Hughes split-off, GM will own a number of shares of Hughes Class B common stock representing GM s approximately 19.8% retained economic interest in Hughes. Simultaneously with the Hughes split-off, GM will sell all of the shares of Hughes Class B common stock that it owns to NPAL in the GM/News stock sale.

News Corporation will pay $14.00 per share in cash for 80% of the shares of Hughes Class B common stock purchased from GM (which we sometimes refer to as the fixed price shares). Based on certain assumptions described elsewhere in this document, the aggregate amount of this payment will be approximately $3.07 billion.

News Corporation may elect to pay for the other 20% of the shares of Hughes Class B common stock purchased from GM (which we sometimes refer to as the variable price shares) in News Corporation Preferred ADSs, cash or a combination of News Corporation Preferred ADSs and cash, as described below at The Exchange Ratio Optional Cash Payment for Shares. For each variable price share purchased with News Corporation Preferred ADSs, News Corporation will deliver a number of News Corporation Preferred ADSs equal to the exchange ratio.

The News Stock Acquisition (See pages 71 and 173)

Following NPAL s purchase of approximately 19.8% of the outstanding equity in Hughes from GM in the GM/News stock sale, News Corporation will increase its indirect ownership in Hughes to exactly 34% through NPAL s acquisition of an additional approximately 14.2% of the outstanding Hughes common stock from the former GM Class H common stockholders that received Hughes common stock in the Hughes split-off share exchange. NPAL will acquire these additional shares pursuant to a merger of GMH Merger Sub, a wholly owned subsidiary of NPAL, with and into Hughes. Hughes will be the surviving company in the merger.

In the merger, the former GM Class H common stockholders will retain approximately 82.3% of the Hughes common stock received in the Hughes split-off share exchange. The other approximately 17.7% of the Hughes common stock received in the Hughes split-off share exchange will be exchanged in the merger. For these shares (which we sometimes refer to as the exchanged shares), the former GM Class H common stockholders will receive a number of News Corporation Preferred ADSs equal to the exchange ratio described below at The Exchange Ratio. News Corporation, however, may elect to pay an amount of cash instead of News Corporation Preferred ADSs for all or some of the exchanged shares, as described below at The Exchange Ratio Optional Cash Payment for Shares.

The Exchange Ratio (See pages 69, 72, 161 and 174)

General. The exchange ratio applicable to the variable price shares acquired from GM for News Corporation Preferred ADSs in the GM/News stock sale and the exchange ratio applicable to the exchanged shares acquired from the former GM Class H common stockholders for News Corporation Preferred ADSs in the News stock acquisition will be the same. The exchange ratio will be based on the average of the volume weighted average prices per share of News Corporation Preferred ADSs over the 20 consecutive trading days ending on and including the fifth business day prior to the completion of the transactions and will vary depending upon whether such average price per share falls within or outside a negotiated collar range of $17.92 to $26.88. We sometimes refer to this per share average as the average closing price of News Corporation Preferred ADSs.

The collar mechanism is designed to provide that:

at average closing prices of News Corporation Preferred ADSs within the collar range, GM and the former GM Class H common stockholders will receive $14.00 worth of News Corporation Preferred ADSs for each variable price share or exchanged share, as applicable, acquired by News Corporation for News Corporation Preferred ADSs;

at average closing prices of News Corporation Preferred ADSs above $26.88, the high end of the collar range, GM and the former GM Class H common stockholders will receive more than $14.00 worth of News Corporation Preferred ADSs for each variable price share or exchanged share, as applicable, acquired by News Corporation for News Corporation Preferred ADSs; and

at average closing prices of News Corporation Preferred ADSs below $17.92, the low end of the collar range, GM and the former GM Class H common stockholders will receive less than $14.00 worth of News Corporation Preferred ADSs for each variable price share or exchanged share, as applicable, acquired by News Corporation for News Corporation Preferred ADSs, subject in certain cases to a minimum value of $11.00.

If the average closing price of News Corporation Preferred ADSs is:

within the collar, the exchange ratio will be determined by dividing $14.00 by the average closing price of News Corporation Preferred ADSs, which results in a minimum exchange ratio of 0.52083 ($14.00 divided by $26.88) and a maximum exchange ratio of 0.78125 ($14.00 divided by $17.92), and, assuming that the value of each News Corporation Preferred ADS at the closing of the transactions is equal to the average closing price of News Corporation Preferred ADSs, GM and the former GM Class H common stockholders will receive $14.00 of News Corporation Preferred ADSs for each variable price share or exchanged share, as applicable, acquired by News Corporation for News Corporation Preferred ADSs;

above the high end of the collar, the exchange ratio will stay the same as it would be at the high end of the collar, or 0.52083 ($14.00 divided by $26.88), and, assuming that the value of each News Corporation Preferred ADS at the closing of the transactions is equal to the average closing price of News Corporation Preferred ADSs, GM and the former GM Class H common stockholders will receive a number of News Corporation Preferred ADSs with a financial value greater than $14.00 for each variable price share or exchanged share, as applicable, acquired by News Corporation for News Corporation Preferred ADSs; and

below the low end of the collar, the exchange ratio will stay the same as it would be at the low end of the collar, or 0.78125 ($14.00 divided by $17.92), and, assuming that the value of each News Corporation Preferred ADS at the closing of the transactions is equal to the average closing price of News Corporation Preferred ADSs, GM and the former GM Class H common stockholders will receive a number of News Corporation Preferred ADSs with a financial value less than $14.00 for each variable price share or exchanged share, as applicable, acquired by News Corporation for News Corporation Preferred ADSs.

The amount of News Corporation Preferred ADSs and/or cash to be received by the former GM Class H common stockholders is described above and throughout this document at times with reference to each whole share of Hughes common stock that News Corporation will acquire. News Corporation, however, will only acquire approximately 0.17657 of each share of Hughes common stock received by the former GM Class H stockholders in the Hughes split-off share exchange with the former GM Class H common stockholders retaining the other 0.82343 of each share of Hughes common stock. In order to determine the amount of News Corporation Preferred ADSs and/or cash the GM Class H common stockholders will receive for the 0.17657 of each share of Hughes common stock, the amount News Corporation pays per whole share must be multiplied by 0.17657. For example, $14.00 worth of News Corporation Preferred ADSs and/or cash for each whole exchanged share would result in GM Class H common stockholders receiving $2.47 (calculated by multiplying $14.00 by 0.17657) for the 0.17657 of each share of Hughes common stock acquired by News Corporation.

Termination and Top-Off Election. If, at any time prior to the completion of the transactions, the average of the volume weighted average price per share of News Corporation Preferred ADSs over any 20 consecutive trading day period is below $14.08, GM will have the right to terminate the stock purchase agreement, and therefore, the transactions contemplated by this document. If GM exercises this right, News Corporation will have seven business days to avoid termination by agreeing to provide a minimum value of $11.00 for each variable price share and exchanged share. If News Corporation makes this election (which we sometimes refer to as an election to top-off) and the average closing price of News Corporation Preferred ADSs determined at the completion of the transactions is below $17.92, the exchange ratio will be the greater of (1) 0.78125 and (2) $11.00 divided by the average closing price per share of News Corporation Preferred ADSs. As a result, if News Corporation elects to top-off, GM and the former GM Class H common stockholders will receive not less than $11.00 of News Corporation Preferred ADSs for each variable price share or exchanged share, as applicable, acquired by News Corporation for News Corporation Preferred ADSs.

You should understand, however, that there can be no assurance either that GM would exercise its right to terminate the transactions if the average of the volume weighted average price per share of News Corporation Preferred ADSs over any twenty consecutive trading day period falls below $14.08, or, if GM does exercise its right to terminate the transactions under such circumstances, that News Corporation will elect to top-off rather than allow the transactions to terminate and pay the $150 million termination fee to GM. Any such determination by GM whether or not to terminate the transactions and any such determination by News Corporation whether or not to elect to top-off rather than allow the transactions to terminate will be made by the applicable company in its sole discretion based on the facts and circumstances existing at that time. **Finally, you should understand that a determination by GM not to exercise its termination right under such circumstances could result in GM and the former GM Class H common stockholders receiving less than $11.00 worth of News Corporation Preferred ADSs for each variable price share and exchanged share, as applicable, acquired by News Corporation for News Corporation Preferred ADSs.**

Optional Cash Payment for Shares. News Corporation will have the right to pay cash instead of News Corporation Preferred ADSs for some or all of the variable price shares acquired from GM in the GM/News stock sale. If News Corporation elects to pay cash for some or all of the variable price shares, News

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Corporation will also be obligated to pay the former GM Class H common stockholders cash instead of News Corporation Preferred ADSs for that percentage of exchanged shares equal to the percentage of variable price shares acquired for cash.

If News Corporation elects to pay cash for some or all of the variable price shares and exchanged shares, it must pay $14.00 per share, regardless of whether the average closing price of News Corporation Preferred ADSs is within or below the collar. However, if News Corporation elects to pay cash and the average closing price of News Corporation Preferred ADSs is greater than $26.88, the high end of the collar, News Corporation must pay GM and the former GM Class H common stockholders the greater value that they would have received if News Corporation had paid with News Corporation Preferred ADSs. As a result, if the average closing price of News Corporation Preferred ADS is greater than $26.88 and News Corporation elects to pay cash for any variable price shares and exchanged shares, it must pay an amount per share for which such election is made equal to (1) the average closing price of News Corporation Preferred ADSs multiplied by (2) 0.52083, which would be greater than $14.00 per variable price share and exchanged share.

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Examples of Value to be Received by GM and Former GM Class H Common Stockholders

GM. The following table sets forth illustrative calculations of the aggregate value GM will receive for its shares of Hughes Class B common stock (including approximately 219.5 million fixed price shares and approximately 54.9 million variable price shares) in the GM/News stock sale. The box in the table represents the exchange ratio collar mechanism described above. This collar represents a range of prices 20% above and below the $22.40 closing price of News Corporation Preferred ADSs on April 4, 2003, the fifth day prior to the announcement of the transactions. The values presented in the table represent the value to be provided to GM for the sale of its retained economic interest in Hughes and are in addition to the $275 million special cash dividend GM will receive from Hughes pursuant to the Hughes split-off.

Average Closing Price of News Corporation Preferred ADSs	Exchange Ratio	Aggregate Value of Consideration Provided by News Corporation to GM: Value if 100% of Variable Price Shares Acquired for News Corporation Preferred ADSs	Value if 50% of Variable Price Shares Acquired for News Corporation Preferred ADSs and 50% Acquired for Cash	Value if 100% of Variable Price Shares Acquired for Cash
		(in millions, except for per share amounts)		
$ 32.00	0.52083	$ 3,987	$ 3,987	$ 3,987
$ 31.00	0.52083	$ 3,958	$ 3,958	$ 3,958
$ 30.00	0.52083	$ 3,930	$ 3,930	$ 3,930
$ 29.00	0.52083	$ 3,901	$ 3,901	$ 3,901
$ 28.00	0.52083	$ 3,872	$ 3,872	$ 3,872
$ 27.00	0.52083	$ 3,844	$ 3,844	$ 3,844
$ 26.88	0.52083	$ 3,840	$ 3,840	$ 3,840
$ 26.00	0.53846	$ 3,840	$ 3,840	$ 3,840
$ 25.00	0.56000	$ 3,840	$ 3,840	$ 3,840
$ 24.00	0.58333	$ 3,840	$ 3,840	$ 3,840
$ 23.00	0.60870	$ 3,840	$ 3,840	$ 3,840
$ 22.40	0.62500	$ 3,840	$ 3,840	$ 3,840
$ 22.00	0.63636	$ 3,840	$ 3,840	$ 3,840
$ 21.00	0.66667	$ 3,840	$ 3,840	$ 3,840
$ 20.00	0.70000	$ 3,840	$ 3,840	$ 3,840
$ 19.00	0.73684	$ 3,840	$ 3,840	$ 3,840
$ 18.00	0.77778	$ 3,840	$ 3,840	$ 3,840
$ 17.92	0.78125	$ 3,840	$ 3,840	$ 3,840
$ 17.00	0.78125	$ 3,801	$ 3,821	$ 3,840
$ 16.00	0.78125	$ 3,758	$ 3,799	$ 3,840
$ 15.00	0.78125	$ 3,715	$ 3,778	$ 3,840
$ 14.08	0.78125	$ 3,676	$ 3,758	$ 3,840
$ 14.00	0.78571	$ 3,676*	$ 3,758*	$ 3,840*
$ 13.00	0.84615	$ 3,676*	$ 3,758*	$ 3,840*
$ 12.00	0.91667	$ 3,676*	$ 3,758*	$ 3,840*
$ 11.00	1.00000	$ 3,676*	$ 3,758*	$ 3,840*

* Assumes that GM has given notice of its intent to terminate the transactions because the average of the volume weighted average prices of News Corporation Preferred ADSs over any twenty consecutive trading

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day period is below $14.08 and News Corporation has elected to top-off rather than allow the transactions to terminate and pay the termination fee to GM.

The closing price of News Corporation Preferred ADSs on May 30, 2003 was $25.51.

GM Class H Common Stockholders. The following table sets forth illustrative calculations of the value the former GM Class H common stockholders will receive for each exchanged share in the News stock acquisition. The box in the table represents the exchange ratio collar mechanism described above. This collar represents a range of prices 20% above and below the $22.40 closing price of News Corporation Preferred ADSs on April 4, 2003, the fifth day prior to the announcement of the transactions. The table does not give effect to the treatment of fractional shares of Hughes common stock and News Corporation Preferred ADSs in the merger. Any fractional shares of Hughes common stock and News Corporation Preferred ADSs will be sold by the exchange agent for cash, with the proceeds distributed to the owners of such fractional shares.

		Value of Consideration Provided by News Corporation to Former GM Class H Common Stockholders for Each Exchanged Share		
Average Closing Price of News Corporation Preferred ADSs	**Exchange Ratio**	**Value if 100% of Exchanged Shares Acquired for News Corporation Preferred ADSs**	**Value if 50% of Exchanged Shares Acquired for News Corporation Preferred ADSs and 50% of Exchanged Shares Acquired for Cash**	**Value if 100% of Exchanged Shares Acquired for Cash**
$ 32.00	0.52083	$ 16.67	$ 16.67	$ 16.67
$ 31.00	0.52083	$ 16.15	$ 16.15	$ 16.15
$ 30.00	0.52083	$ 15.62	$ 15.62	$ 15.62
$ 29.00	0.52083	$ 15.10	$ 15.10	$ 15.10
$ 28.00	0.52083	$ 14.58	$ 14.58	$ 14.58
$ 27.00	0.52083	$ 14.06	$ 14.06	$ 14.06
$ 26.88	0.52083	$ 14.00	$ 14.00	$ 14.00
$ 26.00	0.53846	$ 14.00	$ 14.00	$ 14.00
$ 25.00	0.56000	$ 14.00	$ 14.00	$ 14.00
$ 24.00	0.58333	$ 14.00	$ 14.00	$ 14.00
$ 23.00	0.60870	$ 14.00	$ 14.00	$ 14.00
$ 22.40	0.62500	$ 14.00	$ 14.00	$ 14.00
$ 22.00	0.63636	$ 14.00	$ 14.00	$ 14.00
$ 21.00	0.66667	$ 14.00	$ 14.00	$ 14.00
$ 20.00	0.70000	$ 14.00	$ 14.00	$ 14.00
$ 19.00	0.73684	$ 14.00	$ 14.00	$ 14.00
$ 18.00	0.77778	$ 14.00	$ 14.00	$ 14.00
$ 17.92	0.78125	$ 14.00	$ 14.00	$ 14.00
$ 17.00	0.78125	$ 13.28	$ 13.64	$ 14.00
$ 16.00	0.78125	$ 12.50	$ 13.25	$ 14.00
$ 15.00	0.78125	$ 11.72	$ 12.86	$ 14.00
$ 14.08	0.78125	$ 11.00	$ 12.50	$ 14.00
$ 14.00	0.78571	$ 11.00*	$ 12.50*	$ 14.00*
$ 13.00	0.84615	$ 11.00*	$ 12.50*	$ 14.00*
$ 12.00	0.91667	$ 11.00*	$ 12.50*	$ 14.00*
$ 11.00	1.00000	$ 11.00*	$ 12.50*	$ 14.00*

* Assumes that GM has given notice of its intent to terminate the transactions because the average of the volume weighted average prices per News Corporation Preferred ADSs over any twenty consecutive trading

day period is below $14.08 and News Corporation has elected to top-off rather than allow the transactions to terminate and pay the termination fee to GM.

The closing price of News Corporation Preferred ADSs on May 30, 2003 was $25.51.

For more information about the assumptions used to calculate the values set forth in the tables above, see The Transactions Description of the Transactions Certain Assumptions.

GM Termination Fee (See pages 78 and 172)

GM will be required to pay News Corporation a $300 million termination fee if:

News Corporation or GM terminates the stock purchase agreement because the transactions are not completed by April 9, 2004 (as that date may be extended pursuant to the stock purchase agreement), and (1) GM common stockholders have not voted on the proposals relating to the transactions, (2) the GM board of directors has determined to change or revoke its recommendation that GM common stockholders approve the proposals relating to the transactions and (3) within 12 months of such termination either (A) a competing transaction has been proposed and GM or Hughes enters into an agreement with respect to a competing transaction to the proposed transactions with the party that made the initial competing transaction proposal or (B) a Hughes spin-off distribution is either publicly announced by GM or completed. A competing transaction generally means an alternative strategic transaction involving Hughes and any third party other than News Corporation, and a Hughes spin-off distribution generally means a distribution of Hughes capital stock to GM stockholders either alone or in connection with the sale of up to 5% of Hughes outstanding capital stock in a negotiated transaction;

News Corporation or GM terminates the stock purchase agreement because GM fails to obtain the requisite GM common stockholder approval of the transactions at such time as a competing transaction has been disclosed, GM continued to recommend the transactions to its shareholders and, within 12 months of such termination, GM or Hughes enters into an agreement with respect to a competing transaction with the party that made the initial competing transaction proposal;

GM terminates the stock purchase agreement because GM proposes to enter into a competing transaction that constitutes a superior proposal. A superior proposal generally means a bona fide, written proposal by a third party for a competing transaction that is on terms that the GM board of directors determines in good faith would, if completed, result in a transaction that would be more favorable to GM and its stockholders than the transactions described in this document, taking into account such factors as the GM board of directors in good faith deems to be relevant; or

News Corporation terminates the stock purchase agreement because GM enters into, or the GM or Hughes board of directors approves or recommends, a competing transaction.

GM will be required to pay News Corporation a $150 million termination fee if News Corporation or GM terminates the stock purchase agreement because the GM board of directors notifies News Corporation that it cannot or will not be able to recommend the transactions or is required to change or revoke its recommendation of the transactions to GM common stockholders for their approval. After that termination, GM will be required to pay News Corporation another $150 million termination fee if GM or Hughes enters into an agreement with respect to a competing transaction or GM publicly announces or completes a Hughes spin-off distribution within 12 months of such termination.

News Corporation Termination Fee (See pages 71, 74 and 173)

News Corporation will be required to pay GM a $150 million termination fee if GM provides notice to News Corporation that it is terminating the stock purchase agreement because the average of the volume weighted average prices per share of News Corporation Preferred ADSs over any 20 trading day period between now and the completion of the transactions is less than $14.08 and News Corporation does not elect to provide a minimum value of $11.00 per share to GM for the variable price shares in the GM/News stock sale and to the former GM Class H common stockholders for the exchanged shares in the News stock acquisition, as described in greater detail elsewhere in this document.

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Structure of the Transactions

In order to help you better understand the Hughes split-off, the GM/News stock sale and the News stock acquisition and how they will affect GM, Hughes and News Corporation, the charts below illustrate, in simplified form, the organizational structures of GM, Hughes and News Corporation *before* and *after* the transactions. You should note that the illustration of the organizational structure of the companies after the transactions gives effect to the transfer by NPAL to Fox Entertainment of all if its shares of Hughes common stock immediately following the completion of the transactions.

BEFORE THE TRANSACTIONS

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AFTER THE TRANSACTIONS

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* This chart assumes that News Corporation elects to pay for 100% of the variable price shares in the GM/News stock sale and 100% of the exchanged shares in the News stock acquisition with News Corporation Preferred ADSs and that the average closing price of News Corporation Preferred ADSs is $25.51, which was the closing price of News Corporation Preferred ADSs on May 30, 2003. This percentage reflects the approximate aggregate equity ownership of Preferred Ordinary Shares, including shares represented by News Corporation Preferred ADSs, and Ordinary Shares, including shares represented by News Corporation Ordinary ADSs, and is based on there being outstanding 2,097,411,050 Ordinary Shares and 3,220,400,400 Preferred Ordinary Shares, which are the numbers of outstanding shares on May 30, 2003.

Purposes of the Transactions

(See page 79)

There are two principal purposes for the transactions from the perspective of GM and Hughes. One is that the separation of Hughes from GM and News Corporation s affiliation with Hughes are expected to better position Hughes to compete in the distribution of multi-channel video programming and, overall, in the telecommunications and media industries. The other is that the transactions are expected to provide significant value to GM and its common stockholders and significant liquidity to GM.

Separation of Hughes from GM and Affiliation with News Corporation

As a result of the transactions, Hughes will become a publicly traded company which is no longer wholly owned by GM. Hughes believes that, as an independent public company, it will have greater flexibility in accessing capital for operations and expansion, including through the use of its own publicly traded stock as currency for future strategic acquisitions or alliances. The transactions will also more closely align the investments of GM Class H common stockholders with Hughes business prospects by providing those stockholders with an asset-based stock of Hughes in exchange for their GM tracking stock interest in the financial performance of Hughes.

In addition, Hughes believes that its affiliation with News Corporation and its affiliates will benefit Hughes. News Corporation holds interests in a number of satellite direct-to-home television platforms outside the United States, which will allow it both to share with Hughes the benefits of its experience with diverse service offerings and business practices and to achieve economies of scope and scale in research and development and equipment procurement. News Corporation also owns and has interests in a number of entertainment and media businesses that are complementary to Hughes businesses. Moreover, News Corporation has demonstrated efficient decision-making, strategic vision, innovation and willingness to commit capital and take risks to achieve superior returns. Hughes believes that the addition of News Corporation representatives to the Hughes board of directors and management, as well as the strategic relationships which are expected to be associated with News Corporation s significant equity interest in Hughes after the transactions, should enhance Hughes ability to develop and deploy new services and technologies, to expand its business and enhance its competitiveness in the markets in which it competes.

Value and Liquidity to GM and GM Class H Common Stockholders

The transactions offer a premium to GM for its retained economic interest in Hughes and to the GM Class H common stockholders for a portion of their economic interests in Hughes. They will also provide significant liquidity and value to GM from the proceeds GM will receive from the sale of its retained economic interest in Hughes and the special cash dividend.

From GM s perspective, the transactions present an opportunity to meet its own liquidity objectives over the near term and support its credit rating. As a result of the GM/ News stock sale, GM will receive approximately $3.07 billion in cash and up to approximately $0.77 billion in News Corporation Preferred ADSs and/or cash, at News Corporation s election, subject to adjustment based on a collar mechanism that depends upon the trading price of News Corporation Preferred ADSs during a specified period of time prior to the completion of the transactions, for the sale of its retained economic interest in Hughes to News Corporation. Also, as part of the transactions, GM will receive a $275 million special cash dividend from Hughes in connection with the Hughes split-off. Because GM will exit its investment in Hughes pursuant to the transactions, after the transactions GM will be able to focus its management and other resources primarily on its core automotive and related businesses.

In addition, GM Class H common stockholders will receive, for a portion of the Hughes common stock they will receive in the Hughes split-off, News Corporation Preferred ADSs or cash, or a combination of both. Upon completion of the transactions, GM Class H common stockholders will receive, in exchange for each share of GM Class H common stock held immediately prior to the transactions, approximately 0.82343 of a share of Hughes common stock and approximately $2.47 worth of News Corporation Preferred ADSs and/or cash, at News Corporation s election, subject to adjustment based on the collar mechanism.

Fairness of the Transactions;

Recommendation of the GM Board of Directors

(See pages 78, 99, 106, 107, 150 and 266)

After careful consideration, based on the factors and other matters described elsewhere in this document, the GM board of directors has determined that the transactions that are the subject of this document are advisable to, and in the best interests of, GM and its common stockholders and that those transactions as a whole, on the terms and conditions of the transaction agreements, are fair to the holders of GM $1 2/3 par value common stock and to the holders of GM Class H common stock. By voting to approve or ratify the proposals relating to the transactions, GM common stockholders will be ratifying the transactions, including the Hughes split-off (including the $275 million special cash dividend from Hughes), the GM/News stock sale, the News stock acquisition and the new Hughes certificate of incorporation (including the excess stock provision). As further described elsewhere in this document, GM believes that ratification by GM common stockholders should extinguish any claim by such stockholders (other than for waste, fraud or similar egregious misconduct or based on lack of proper disclosure) against GM and its directors based on these transactions, including a claim alleging unfairness of these transactions to the holders of either or both classes of GM common stock or alleging any deficiency in the process of developing the terms of these transactions or the GM board of directors consideration or approval of these transactions.

In connection with its review of the transactions and its consideration of the fairness of the transactions, the GM board of directors has received opinions from several investment banking firms. Two independent investment banking firms, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Bear, Stearns & Co. Inc., financial advisors to GM in connection with the transactions, have provided opinions to the GM board of directors to the effect that, as of the date of the opinions and based upon and subject to the assumptions, conditions, limitations and other matters described in those opinions, taking into account all relevant financial aspects of the transactions taken as a whole, the consideration to be provided to GM and to the holders of GM Class H common stock, as applicable, in the transactions is fair, from a financial point of view, to the holders of GM $1 2/3 par value common stock as a class and to the holders of GM Class H common stock as a class, respectively.

Both the Hughes board of directors and the GM board of directors have also received opinions from two other independent investment banking firms, Credit Suisse First Boston LLC and Goldman, Sachs & Co., financial advisors to Hughes, to the effect that, based upon and subject to the matters described in those opinions and based upon such other matters as Credit Suisse First Boston and Goldman Sachs considered relevant, as of the date of their opinions and based on market conditions as of that date, the consideration to be received by the holders of Hughes common stock in the merger is fair, from a financial point of view, to the holders of Hughes common stock (other than News Corporation and its affiliates) as of immediately prior to the merger.

We have included the full text of the fairness opinions received by the GM board of directors in Appendix E to this document. We urge you to read each of these opinions carefully. In addition, you should understand that a significant portion of the fees to be paid to the financial advisors of GM and Hughes is contingent upon the completion of the transactions.

The GM board of directors has approved the transactions by unanimous vote of all those directors present at the applicable GM board meeting and recommends that the GM $1 2/3 par value common stockholders and GM Class H common stockholders vote to approve each of the proposals described in this document by executing and returning the enclosed consent card as soon as possible.

Interests of Directors and Executive Officers of GM and Hughes

(See page 272)

You should be aware that some of the directors and executive officers of GM and Hughes have interests in connection with the transactions that are different from, or in addition to, the interests of other stockholders of GM. In particular, certain executive officers of Hughes are participants in some of the Hughes retention and key employee severance arrangements and certain directors and executive officers of Hughes will remain or become directors and executive officers of Hughes following the completion of the transactions.

As of April 30, 2003, the directors and executive officers of GM, individually and the group as a whole, held less than one percent of the outstanding shares and voting power of each class of GM common stock.

The GM board of directors was aware of these interests and considered them, among other matters, in approving the transactions.

Advantages and Disadvantages of the Transactions to GM Common Stockholders

(See page 150)

The following is a description of certain important advantages and disadvantages of the transactions to GM common stockholders. As described below, the transactions will have differing effects on and consequences for holders of GM $1 2/3 par value common stock and holders of GM Class H common stock.

GM Class H Common Stockholders

Following completion of the transactions, Hughes will be independent of GM and affiliated with News Corporation, a diversified international media and entertainment company that has demonstrated its ability to support, develop and operate direct-to-home television businesses.

As a result of the transactions, all outstanding shares of GM Class H common stock will be cancelled and the former GM Class H common stockholders will no longer be holders of a tracking stock of GM, but instead will be holders of an asset-based stock of Hughes and, under certain circumstances, News Corporation Preferred ADSs. Holders of News Corporation Preferred ADSs have only limited voting rights. If and to the extent that News Corporation elects, the former GM Class H common stockholders will receive cash instead of News Corporation Preferred ADSs. While most aspects of the transactions will be tax-free, the receipt of News Corporation Preferred ADSs and/or cash will be taxable to GM Class H common stockholders, as described further at Material U.S. Federal Income Tax Consequences Relating to the Transaction.

If the requisite GM common stockholder approval of the proposals relating to the transactions is obtained, the GM Class H common stockholders will not have their shares of GM Class H common stock exchanged for shares of GM $1 2/3 par value common stock at a 120% exchange rate in connection with the transactions, as currently provided for under certain circumstances by the GM restated certificate of incorporation.

In addition, if the requisite GM common stockholder approval of the proposals relating to the transactions is obtained, GM common stockholders will be approving and consenting to the $275 million special cash dividend from Hughes to GM without the distribution of a portion of that amount to GM Class H common stockholders that is currently provided for under certain circumstances pursuant to a policy statement of the GM board of directors and without any adjustment of GM s retained economic interest in Hughes. If the transactions were completed without the approval of GM common stockholders (and without any other action by the GM board of directors to cause the policy statement to be inapplicable), GM would have been required to pay a dividend to GM Class H common stockholders in an aggregate amount of approximately $220.4 million (or approximately $0.20 per share of GM Class H common stock), representing about 80.2% of the special cash dividend to be paid to GM by Hughes.

However, if the requisite GM common stockholder approval of the transactions is not obtained, the transactions will not occur. If that happens, GM Class H common stockholders will have no right to exchange their shares for shares of GM $1 2/3 par value common stock at a 120% exchange rate or to receive any dividend distribution from GM in connection with the transactions.

Pursuant to the stock purchase agreement and the GM/Hughes separation agreement, Hughes may be required to indemnify GM for certain liabilities, including with respect to certain tax matters and the historical operation of Hughes, and News Corporation for certain liabilities.

GM $1 2/3 Par Value Common Stockholders

As a result of the transactions, GM will have only one class of outstanding common stock, the GM $1 2/3 par value common stock. GM will then no longer have tracking stock and will be focused primarily on its core automotive and related businesses. After the transactions, the GM $1 2/3 par value common stockholders will continue to hold their shares of GM $1 2/3 par value common stock. However, their shares will reflect only the financial performance of GM s core automotive and related businesses, which will not include the Hughes business.

As part of the Hughes split-off, GM will receive a $275 million special cash dividend from Hughes, and no portion of this dividend payment will be distributed to the GM Class H common stockholders.

Upon completion of the GM/News stock sale, GM will receive approximately $3.84 billion from News Corporation, comprised of approximately $3.07 billion in cash and approximately $0.77 billion in News Corporation Preferred ADSs and/or cash, subject to adjustment based on the collar mechanism. The amount of cash and the number of News Corporation Preferred ADSs that GM would receive in the transactions cannot be definitively determined until the time of the completion of the GM/News stock sale because each will depend upon certain factors that will not be known until that time. As a result of the transactions, through and to the extent of any GM ownership of News Corporation Preferred ADSs after the transactions, the GM $1 2/3 par value common stockholders will have an indirect interest in News Corporation and Hughes following the transactions.

GM may be required to indemnify Hughes for certain liabilities, including with respect to the historical operation of GM s core automotive and related businesses, and News Corporation for certain liabilities.

Regulatory Requirements

(See page 152)

U.S. Antitrust Requirements

Under U.S. antitrust laws, the transactions may not be completed until GM, Hughes and News Corporation have filed the necessary report forms with the Antitrust Division of the Department of Justice and the Federal Trade Commission and the required waiting period has terminated or expired. We filed the notifications required by the Hart-Scott-Rodino Act on May 2, 2003. On June 2, 2003, the Antitrust Division of the Department of Justice issued requests for additional information to Hughes and News Corporation. The Department of Justice s Antitrust Division may fail to permit the completion of the transactions on a timely basis, bring an action seeking to prevent the transactions or impose onerous conditions in connection with its clearance.

FCC Approval

To complete the transactions, we must also obtain the approval of the FCC for the transfer of control over the FCC licenses held by Hughes. We filed an application for the requisite FCC approval on May 2, 2003. The FCC placed the application on public notice on May 16, 2003 and invited petitions, oppositions and other comments by third parties in respect of the application by June 16, 2003. The FCC may fail to permit the completion of the transactions on a timely basis or it may impose onerous conditions in connection with its approval.

Foreign and Certain Other Regulatory Matters

The transactions may be subject to regulatory requirements of other state, federal and foreign governmental agencies and authorities, including clearances for the transactions from competition and communications authorities in foreign jurisdictions and requirements relating to the regulation of the offer and sale of securities. We are currently working to evaluate and comply in all material respects with these requirements, as appropriate, and do not currently anticipate that they will delay completion of the transactions.

Although we currently expect to receive all governmental approvals and clearances required in order to complete the transactions, we cannot assure you that we will obtain all such governmental approvals and clearances or that the granting of these approvals and clearances will be timely. In addition, any approval or clearance could impose conditions on the completion of the transactions or require changes to the terms of the transactions. These conditions or changes could result in the conditions to the transactions not being satisfied.

No Appraisal Rights

(See page 153)

GM common stockholders and, immediately after the Hughes split-off share exchange, Hughes common stockholders are not entitled to appraisal rights in connection with the transactions that are the subject of this document.

Hughes Common Stock

(See page 213)

Upon completion of the transactions, Hughes common stock will be the only outstanding class of Hughes capital stock. Each share of Hughes common stock will entitle the holder to one vote on all matters submitted for stockholder approval. Holders of Hughes common stock will have no redemption, conversion or preemptive rights. Following completion of the transactions, Hughes does not expect to pay dividends on the Hughes common stock in the foreseeable future.

The new Hughes certificate of incorporation will contain an excess stock provision that will provide for restrictions on the transfer of Hughes capital stock during the first year after completion of the transactions. These restrictions are designed to protect Hughes and its stockholders from, among other things:

- liability for potential adverse tax effects that could result in the event that the Hughes split-off share exchange is taxable to GM; and
- the potential adverse impact of third-party attempts to gain control of Hughes at a time when News Corporation and its affiliates, in order to preserve the tax-free status of the Hughes split-off share exchange, may be prohibited or substantially delayed in their ability to acquire additional Hughes capital stock and, as a result, not be in a position to defend against a third party attempting to gain control, possibly provide greater consideration to Hughes common stockholders or cause any third party to offer greater consideration than would otherwise be the case.

The excess stock provision of the new Hughes certificate of incorporation will provide that, subject to certain exceptions, during the first year after completion of the transactions, no person may acquire, actually or constructively by virtue of certain of the attribution provisions of the Internal Revenue Code of 1986, as amended, which we sometimes refer to as the Code, any shares of Hughes capital stock which would cause such person to own, actually or constructively, 10% or more of any class of Hughes capital stock. This restriction will not apply to News Corporation s acquisition of 34% of the outstanding Hughes common stock in the transactions but will prevent News Corporation (and other persons treated as related to News Corporation under the new Hughes certificate of incorporation) from acquiring additional shares of Hughes capital stock for one year after completion of the transactions. After completion of the transactions, News Corporation and those parties from whom ownership of Hughes capital stock would be attributed to News Corporation, may continue to own 34% of Hughes outstanding capital stock. They may not, however, acquire any additional shares, actually or constructively by virtue of certain of the attribution provisions of the Code, during the one year period after completion of the transactions. For purposes of the excess stock provision, those persons from whom ownership of Hughes capital stock will be attributed to News Corporation under the new Hughes certificate of incorporation could include holders of Hughes common stock that do not have a formal affiliation with News Corporation, such as persons in whom News Corporation has made an investment.

The new Hughes certificate of incorporation will also prohibit a group of stockholders, including News Corporation, K. Rupert Murdoch and certain related persons and entities, which we sometimes refer to as the News group, from collectively owning 50% or more of Hughes voting securities. This prohibition will not apply if:

- any member of the News group commences a tender or exchange offer for all of Hughes voting securities or enters into an agreement to acquire all of such voting securities pursuant to a merger or other business combination transaction with Hughes;

- a majority of the independent directors of the Hughes board consent to such acquisition; or

- a person not affiliated with any member of the News group acquires, or announces an intention to acquire, 25% or more of Hughes or announces its intention to effect a merger or other business combination transaction with Hughes that will result in such person owning 25% or more of the corporation surviving the merger or business combination, and the Hughes board of directors approves that merger or business combination.

These standstill provisions will no longer apply if:

- a majority of the independent directors of the Hughes board so determines;

- the News group acquires 50% or more of Hughes under the circumstances described in the first two bullets of the preceding paragraph;

- the News group acquires 80% or more of Hughes; or

- any of Mr. Murdoch, Chase Carey, Peter Chernin or David DeVoe (or any of their successors) is not nominated for re-election to the Hughes board of directors, or any of these persons ceases to be a director and the nominating/ corporate governance committee of the Hughes board of directors fails to fill their vacancy with a person specified by a majority of these four directors (or their successors), unless, at that time:

  - the News group owns less than 17% of Hughes; or

  - News Corporation (or its subsidiaries) has disposed of 25% or more of the Hughes common stock it will acquire in the transactions.

News Corporation Preferred ADSs

(See page 218)

News Corporation Preferred ADSs are Preferred American Depositary Shares of News Corporation and are traded on the New York Stock Exchange under the symbol NWS.A. Each News Corporation Preferred ADS represents four Preferred Ordinary Shares of News Corporation. These shares are traded on the Australian Stock Exchange under the symbol NCPDP. News Corporation also has outstanding Ordinary American Depositary Shares, which are traded on the NYSE under the symbol NWS. Each News Corporation Ordinary ADS represents four Ordinary Shares. Unlike the holders of Ordinary Shares, the holders of the Preferred Ordinary Shares and News Corporation Preferred ADSs have no voting rights except in limited circumstances.

Hughes Directors and Executive Officers

(See page 194)

GM, Hughes and News Corporation have agreed that the Hughes board of directors upon the completion of the transactions will initially have eleven members. At least a majority of the members of the Hughes board of directors will be independent directors as determined under the new Hughes certificate of incorporation and by-laws until such time as the standstill provisions in the new Hughes certificate of incorporation described above at Hughes Common Stock no longer apply.

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K. Rupert Murdoch, the current Chairman of the board of directors and Chief Executive of News Corporation, will be the Chairman of Hughes. Chase Carey, a current director of and advisor to News Corporation, will be the President and Chief Executive Officer of Hughes. Eddy Hartenstein, the current Corporate Senior Executive Vice President of Hughes, will serve as the Vice Chairman of Hughes. Other persons who will serve as directors or executive officers of Hughes immediately after the transactions are identified at Hughes Directors and Executive Officers.

Conditions to Completing the Transactions

(See pages 65, 167 and 176)

The obligations of the companies to complete the transactions are subject to a number of conditions that must be satisfied or waived before the transactions can be completed. One important condition to the companies obligations to complete the GM/News stock sale is that GM, Hughes and News Corporation must be prepared to simultaneously complete the Hughes split-off. In addition, unless the companies are prepared to complete the News stock acquisition immediately after the completion of the Hughes split-off and the GM/News stock sale, the transactions will not occur. Other important conditions include the following:

- the receipt of the requisite GM common stockholder approval of each of the five proposals relating to the transactions;
- the expiration or termination of the waiting periods applicable to the transactions under the Hart-Scott-Rodino Act and any similar law of foreign jurisdictions;
- the absence of any effective injunction or order that prevents the completion of the transactions;
- the receipt of FCC approval for the transfer of control over licenses and other authorizations in connection with the transactions;
- the receipt of all other approvals of, or the making of all other filings with, governmental authorities required to complete the transactions, other than approvals and filings, the absence of which, in the aggregate, would not reasonably be expected to have a material adverse effect on Hughes;
- the receipt and continued effectiveness of a ruling from the IRS to the effect that the Hughes split-off share exchange will be tax-free to GM and its stockholders for U.S. federal income tax purposes;
- the approval for listing on the NYSE of the Hughes common stock that will be issued in the transactions;
- the approval for listing on the NYSE of any News Corporation Preferred ADSs that may be issued in the transactions;
- the accuracy, in all material respects, of each company s representations and warranties contained in the stock purchase agreement, as applicable, as of the completion of the transactions;
- the performance, in all material respects, of each company s obligations under the stock purchase agreement and the merger agreement; and
- the absence of a continuing material adverse effect on Hughes.

Considerations Relating to the Time Interval Between GM Common Stockholder Approval and Completion of the Transactions

(See pages 78, 106 and 163)

The GM board of directors has determined that the transactions that are the subject of this document are in the best interests of GM and its common stockholders as a whole and are fair to the holders of both classes of GM common stock and has approved the transactions by unanimous vote of all those directors present at the applicable GM board meeting and recommends that the GM common stockholders of each class vote to approve each of the proposals described in this document. However, even if the requisite GM common

stockholder approval is obtained, it is possible that the transactions would not be completed for a significant period of time after that approval if other applicable conditions to the transactions are not satisfied or waived at that time. It is possible that the business or financial condition of News Corporation or Hughes or financial, economic or other circumstances could change significantly during that time period and in a manner not considered at the time that the GM board of directors approved the transactions. You should understand that, despite any such change in circumstances that might occur during this time interval, it is not a condition to completion of the transactions that the GM board of directors update its determination that the transactions are fair to both classes of GM common stockholders. However, until the requisite GM common stockholder approval has been received, the GM board of directors may change or revoke its recommendation that GM common stockholders approve the proposals relating to the transactions if it determines in good faith and upon advice of legal counsel that it is required to do so in accordance with its fiduciary duties. In such event, GM or News Corporation may terminate the transaction agreements (in which event GM would be required to pay News Corporation a $150 million termination fee plus, under certain circumstances in which GM or Hughes enters into an agreement with respect to a competing transaction or GM publicly announces or completes a Hughes spin-off distribution, an additional $150 million termination fee).

Under the terms of the transaction agreements, GM and Hughes have agreed not to solicit any proposals from third parties, or engage in discussions with or furnish information to any third party, with respect to a competing transaction. However, until the requisite GM common stockholder approval of the proposals relating to the transactions has been received, GM and Hughes are permitted to engage in such discussions and provide such information (but not solicit proposals) with regard to a superior proposal, subject to certain conditions described at Description of Principal Transaction Agreements Stock Purchase Agreement Covenants No Solicitation of Competing Transactions Involving Hughes, if the GM board of directors determines that it is necessary for GM to do so in order to comply with its fiduciary duties.

GM common stockholders should understand that, if they vote to approve the proposals recommended by the GM board of directors, such approval will result in the termination of GM s ability to engage in discussions regarding superior proposals. That would mean that GM would have no practical ability to enter into any agreement or arrangement with respect to a competing transaction without breaching the non-solicitation covenant. However, if GM common stockholders fail to approve the proposals recommended by the GM board of directors, the transactions could not be completed and GM common stockholders would not have the opportunity to participate in the benefits of the transactions as described in this document and, under certain circumstances in which GM or Hughes enters into a competing transaction, GM would be required to pay News Corporation a $300 million termination fee. Further, in either case, there can be no assurance that any proposal for a competing transaction would be available to Hughes and GM or, if available, would result in any agreement or arrangement for a competing transaction.

Accordingly, for all of the reasons described elsewhere in this document, the GM board of directors recommends that GM common stockholders vote to approve each of the proposals.

Material U.S. Federal Income Tax Consequences Relating to the Transactions

(See page 154)

GM has applied for an IRS ruling to the effect that the Hughes split-off share exchange will be treated as a tax-free distribution for U.S. federal income tax purposes. Receipt of this ruling is a condition to the completion of the transactions. If the ruling is issued and remains in effect, then, for U.S. federal income tax purposes, neither the GM Class H common stockholders nor GM (except as to certain prior intercompany transactions that will be taken into income) will recognize gain or loss as a result of the Hughes split-off share exchange.

The receipt of News Corporation Preferred ADSs and/or cash by the former GM Class H common stockholders in exchange for shares of Hughes common stock in the News stock acquisition will be a taxable transaction for U.S. federal income tax purposes (and also may be a taxable transaction under applicable state, local or other income tax laws).

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The GM/News stock sale will be a taxable sale to GM, in which GM will recognize gain or loss for U.S. federal income tax purposes (and also possibly under applicable state, local or other income tax laws).

Accounting Treatment

(See page 153)

GM will record the $275 million special cash dividend from Hughes to GM as a reduction in GM s investment in Hughes. GM will record the exchange of Hughes common stock for all the outstanding shares of GM Class H common stock in the Hughes split-off share exchange at fair value, based on the average trading price of GM Class H common stock on the closing date of the transactions. Simultaneously with the Hughes split-off, based on certain assumptions described elsewhere in this document, GM will sell all of its retained economic interest in Hughes (in the form of the Hughes Class B common stock) to News Corporation for approximately $3.07 billion in cash and up to an additional approximately $0.77 billion in News Corporation Preferred ADSs and/or cash, subject to adjustment based on the collar mechanism, pursuant to the GM/News stock sale. Based on a price of $14.00 per share of GM Class H common stock, the net book value of Hughes at March 31, 2003, and certain other assumptions, the transactions would have resulted in a gain of approximately $1.22 billion, net of tax. In addition, GM currently anticipates that as a result of the transactions, there will be a net reduction of GM stockholders equity of approximately $7.12 billion. The financial results of Hughes for all periods prior to the completion of the transactions will be reported as discontinued operations in GM s consolidated financial statements. GM will record any News Corporation Preferred ADSs received at their fair market value at the time of the transactions, and will account for them using the cost method.

For Hughes, the transactions represent an exchange of equity interests by investors. As such, Hughes will continue to account for its assets and liabilities at historical cost and will not apply purchase accounting. Hughes will record the $275 million special cash dividend payment to GM as a reduction to additional paid-in capital. Any difference between the Hughes consolidated tax liability or receivable as determined on a separate return basis and the cash payment to or from GM resulting from the tax agreement described below at Description of Principal Transaction Agreements Ancillary Separation Agreements Tax Agreement, will also be reflected as a reduction or increase in additional paid-in capital. Upon completion of the transactions, Hughes will expense related costs that include investment advisor fees of approximately $50 million and retention and severance benefits to certain employees of approximately $62 million and approximately $5 million, respectively. In addition, certain employees of Hughes may earn up to $45 million in additional retention benefits during the 12-month period subsequent to the completion of the transactions, and additional severance payments may be payable as described below at GM Consent Solicitation Matters Interests of Executive Officers and Directors of GM and Hughes Hughes Retention Bonus Plan; Hughes Executive Change in Control Severance Agreements; Other Employee Severance Benefits; Hughes Stock Options.

Comparative Market Price Data

(See page 258)

Presented below are the per share closing prices for the GM $1 2/3 par value common stock (symbol: GM), as quoted on the NYSE, the GM Class H common stock (symbol: GMH), as quoted on the NYSE, and the News Corporation Preferred ADSs (symbol: NWS.A), as quoted on the NYSE, on the following dates:

April 9, 2003, the last trading day before the public announcement of the signing of the transaction agreements among GM, Hughes and News Corporation relating to the transactions that are the subject of this document; and

May 30, 2003, the latest practicable date before the filing of this document.

Also presented below are implied equivalent per share prices on each of those dates for GM Class H common stock calculated by multiplying the closing price per News Corporation Preferred ADS on each of the two dates by an exchange ratio of 0.62167 and 0.54880, respectively. These ratios represent the number of News Corporation Preferred ADSs a former Class H common stockholder would receive for each exchanged share acquired by News Corporation for News Corporation Preferred ADSs in the News stock acquisition, calculated as described above at Description of the Transactions The Exchange Ratio and assuming that the average closing price of News Corporation Preferred ADSs is equal to the closing price of News Corporation Preferred ADSs on each such date.

	GM $1 2/3 Par Value Common Stock Price	GM Class H Common Stock Price	News Corporation Preferred ADS Price	Share Price Equivalent for GM Class H Common Stock Based on News Corporation Preferred ADS Price
April 9, 2003	$ 34.48	$ 11.48	$ 22.52	$ 14.00
May 30, 2003	$ 35.33	$ 12.20	$ 25.51	$ 14.00

Currencies and Exchange Rates

(See page 276)

Unless otherwise stated or the context otherwise requires, all references in this document to A$ are to Australian dollars and all references to $ or US$ are to U.S. dollars.

For your convenience, this document contains translations of A$ amounts into US$ amounts at specified exchange rates. These translations of A$ into US$ and of US$ into A$ have been made at the indicated Noon Buying Rate in New York City for cable transfers in Australian dollars as certified for customs purposes by The Federal Reserve Bank of New York. On May 30, 2003, the latest practicable date for which exchange rate information was available before the filing of this document, the Noon Buying Rate was US$0.6513 per A$1.00. These translations should not be construed as representations that the A$ amounts actually represent such US$ amounts or could be converted to US$ at the rates indicated.

For a five-year history of relevant exchange rates, see Currency of Presentation, Exchange Rates and Certain Definitions.

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SELECTED HISTORICAL AND PRO FORMA FINANCIAL DATA

GM Selected Historical Financial Data

The following statements of operations data for each of the three years in the period ended December 31, 2002 and the balance sheet data as of December 31, 2002 and 2001 have been derived from GM s consolidated financial statements incorporated into this document by reference, which have been audited by Deloitte & Touche LLP, independent auditors. The statement of operations data for the years ended December 31, 1999 and 1998 and the balance sheet data as of December 31, 2000, 1999 and 1998 have been derived from GM s audited consolidated financial statements, which have not been incorporated into this document by reference.

The statements of operations data for each of the three-month periods ended March 31, 2003 and 2002 and the balance sheet data as of March 31, 2003 have been derived from GM s unaudited consolidated financial statements that have been incorporated into this document by reference.

You should read the data below in conjunction with GM s consolidated financial statements (including the notes thereto) in GM s Annual Report on Form 10-K for the year ended December 31, 2002, Management s Discussion and Analysis of Financial Condition and Results of Operations in GM s Current Report on Form 8-K dated and GM s Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, which are incorporated into this document by reference. Certain amounts for 2001 and prior years have been reclassified to conform with the 2002 classifications.

	For the three months ended March 31,		For the year ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
	(in millions, except per share amounts)						
Statement of Operations Data							
Total net sales and revenues	$ 49,365	$ 46,214	$ 186,763	$ 177,260	$ 184,632	$ 176,558	$ 155,445
Total costs and expenses	47,217	45,860	184,683	175,742	177,468	167,511	150,501
Income from continuing operations before income taxes and minority interests	2,148	354	2,080	1,518	7,164	9,047	4,944
Income tax expense	656	125	533	768	2,393	3,118	1,636
Equity income (loss) from minority interests	(9)	(1)	189	(149)	(319)	(353)	(259)
Income from continuing operations	1,483	228	1,736	601	4,452	5,576	3,049
Income (loss) from discontinued operations						426	(93)
Net Income	1,483	228	1,736	601	4,452	6,002	2,956
Dividends on preference stocks		(24)	(47)	(99)	(110)	(80)	(63)
Earnings attributable to common stocks	$ 1,483	$ 204	$ 1,689	$ 502	$ 4,342	$ 5,922	$ 2,893
Earnings (losses) Per Share:							
GM $1 2/3 par value common stock(1)							
Basic earnings per share (EPS) from continuing operations	$ 2.71	$ 0.58	$ 3.37	$ 1.78	$ 6.80	$ 8.70	$ 4.40

Diluted EPS from continuing operations	2.71	0.57	3.35	1.77	6.68	8.53	4.32
Cash dividends declared per share	0.50	0.50	2.00	2.00	2.00	2.00	2.00

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	For the three months ended March 31,		For the year ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
			(in millions, except per share amounts)				
GM Class H common stock(1)(2)							
Basic EPS from continuing operations	$ (0.04)	$ (0.14)	$ (0.21)	$ (0.55)	$ 0.56	$ (0.26)	$ 0.23
Diluted EPS from continuing operations	(0.04)	(0.14)	(0.21)	(0.55)	0.55	(0.26)	0.23
Cash dividends declared per share							

	As of March 31,	As of December 31,				
	2003	2002	2001	2000	1999	1998
		(in millions, except per share amounts)				
Balance Sheet Data:						
Cash and cash equivalents	$ 26,982	$ 21,449	$ 18,555	$ 10,284	$ 10,442	$ 9,874
Total assets	382,436	368,996	322,412	301,129	273,729	245,872
Notes and loans payable	211,726	201,940	166,314	144,655	131,688	116,075
Minority interests	835	834	746	707	596	563
GM-obligated mandatorily redeemable preferred securities of subsidiary trusts				139	218	220
Stockholders equity	9,366	6,814	19,707	30,175	20,644	15,052

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	For the three months ended March 31,		For the year ended December 31,		
	2003	2002	2002	2001	2000
	(in millions, except per share amounts)				
Transitional Disclosures Under Statement of Financial Accounting Standards No. 142(3):					
Reported net income	$ 1,483	$ 228	$ 1,736	$ 601	$ 4,452
Add:					
Goodwill amortization				327	318
Amortization of intangibles with indefinite lives				7	7
Adjusted net income	$ 1,483	$ 228	$ 1,736	$ 935	$ 4,777
Basic earnings (losses) per share attributable to GM common stocks					
EPS attributable to GM $1 2/3 par value common stock:					
Reported	$ 2.71	$ 0.58	$ 3.37	$ 1.78	$ 6.80
Amortization of goodwill and other intangibles				0.33	0.36
Adjusted	$ 2.71	$ 0.58	$ 3.37	$ 2.11	$ 7.16
EPS attributable to GM Class H common stock:					
Reported	$ (0.04)	$ (0.14)	$ (0.21)	$ (0.55)	$ 0.56
Amortization of goodwill and other intangibles				0.17	0.18
Adjusted	$ (0.04)	$ (0.14)	$ (0.21)	$ (0.38)	$ 0.74
Earnings (losses) per share attributable to GM common stocks assuming dilution					
EPS attributable to GM $1 2/3 par value common stock:					
Reported	$ 2.71	$ 0.57	$ 3.35	$ 1.77	$ 6.68
Amortization of goodwill and other intangibles				0.33	0.35
Adjusted	$ 2.71	$ 0.57	$ 3.35	$ 2.10	$ 7.03
EPS attributable to GM Class H common stock:					
Reported	$ (0.04)	$ (0.14)	$ (0.21)	$ (0.55)	$ 0.55
Amortization of goodwill and other intangibles				0.17	0.17
Adjusted	$ (0.04)	$ (0.14)	$ (0.21)	$ (0.38)	$ 0.72

(1) Earnings per share (EPS) attributable to each class of GM common stock was determined based on the attribution of earnings to each such class of common stock for the period divided by the weighted-average number of common shares for each such class outstanding during the period. Diluted EPS attributable to each class of GM common stock considers the effect of potential common shares, unless the inclusion of the potential common shares would have an antidilutive effect.

Earnings attributable to GM $1 2/3 par value common stock for the period represent the earnings attributable to all GM common stocks, adjusted for the losses/ earnings attributable to GM Class H common stock for the respective period.

Losses/ earnings attributable to GM Class H common stock represent the net loss/income of Hughes, adjusted to exclude: (1) the effects of GM purchase accounting adjustments arising from GM s acquisition of Hughes Aircraft Company, prior to 2002, and (2) the write-off of goodwill for DIRECTV Latin America and DIRECTV Broadband recorded in Hughes stand alone financial statements as of March 31, 2002 and other adjustments. In accordance with Statement of Financial Account Standards

No. 142, Goodwill and Other Intangible Assets, GM evaluated the carrying value of goodwill associated with its Direct-to-Home Broadcast reporting unit in the aggregate and determined the goodwill was not impaired. In addition, the calculated losses adjusted for these items are reduced by the amount of dividends accrued on the Series A Preferred Stock of Hughes (as an equivalent measure of the effect that GM s payment of dividends on the GM Series H 6.25% Automatically Convertible Preference Stock would have if paid by Hughes).

The calculated losses/ earnings are then multiplied by a fraction, the numerator of which is equal to the weighted-average number of shares of GM Class H common stock outstanding, and the denominator of which is a number equal to the weighted-average number of shares of GM Class H common stock which if issued and outstanding would represent a 100% interest in the earnings of Hughes. The GM Class H dividend base may be adjusted as described at GM Capital Stock GM s Dual-Class Common Stock Capital Structure Dividends.

(2) The amounts for GM Class H common stock have been adjusted to reflect a three-for-one stock split, in the form of a 200% stock dividend, paid on June 30, 2000.

(3) Pursuant to paragraph 61 of SFAS No. 142 Goodwill and Other Intangible Assets, referred to as SFAS 142, amounts shown are GM s reported net income exclusive of amortization expense recognized related to goodwill and amortization of intangibles with indefinite lives required under previous accounting standards, on an after-tax basis.

SFAS 142 changes the accounting for goodwill and indefinite lived intangible assets from an amortization method to an impairment-only approach. Goodwill, including goodwill recorded in past business combinations, is no longer amortized, but is tested for impairment at least annually at the reporting unit level. GM implemented SFAS 142 on January 1, 2002.

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GM Selected Pro Forma Financial Data

The tables below present pro forma operating results for the three months ended March 31, 2003 and the year ended December 31, 2002, giving effect to the transactions as if they had occurred on January 1, 2002, and balance sheet data as of March 31, 2003, giving effect to the transactions as if they had occurred as of that date.

The pro forma financial data are not intended to be indicative of either future results of operations or results that might have been achieved had the transactions occurred on the dates specified. In the opinion of GM s management, all adjustments necessary to fairly present such pro forma condensed financial data have been made based upon the proposed terms of the transactions.

	As of and for the three months ended March 31, 2003	For the year ended December 31, 2002
	Pro Forma Giving Effect to the Transactions	Pro Forma Giving Effect to the Transactions
	(in millions)	
Statements of Operations Data:		
Total net sales and revenues	$ 47,138	$ 177,276
Total costs and expenses	44,940	174,938
Income before income taxes and minority interests	2,198	2,338
Income tax expense	682	644
Equity income (loss) and minority interests	21	281
Net Income	$ 1,537	$ 1,975
Earnings Per Share:		
GM $1 2/3 par value common stock		
Basic earnings per share (EPS)	$ 2.74	$ 3.53
Diluted EPS	2.74	3.51
Cash dividends declared per share	0.50	2.00
GM Class H common stock		
Basic EPS		
Diluted EPS		
Balance Sheet Data:		
Cash and cash equivalents	$ 27,415	
Total assets	366,175	
Notes and loans payable	206,711	
Minority interests	271	
Stockholders equity	2,245	

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Hughes Selected Historical Financial Data

The following selected historical financial data have been derived from, and should be read in conjunction with, Hughes consolidated financial statements (including the notes thereto) and Management s Discussion and Analysis of Financial Condition and Results of Operations in Hughes 2002 Annual Report on Form 10-K, the revised tables of segment data for the three years ended December 31, 2002 in Hughes Current Report on Form 8-K dated , 2003 and Hughes Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, which are incorporated into this document by reference. The following consolidated statements of operations data for each of the three years in the period ended December 31, 2002 and the consolidated balance sheet data as of December 31, 2002 and 2001 have been derived from Hughes consolidated financial statements incorporated into this document by reference, which have been audited by Deloitte & Touche LLP, independent auditors. The consolidated statement of operations data for the years ended December 31, 1999 and 1998 and the consolidated balance sheet data as of December 31, 2000, 1999 and 1998 have been derived from Hughes audited consolidated financial statements, which have not been incorporated into this document by reference.

On February 28, 2003, Hughes completed the shut-down of the DIRECTV Broadband high-speed Internet service business. On October 6, 2000, Hughes completed the sale of its satellite systems manufacturing businesses to The Boeing Company. As a result, the financial results for those businesses are treated as discontinued operations. Revenues, operating costs and expenses, and other non-operating results for DIRECTV Broadband and the satellite systems manufacturing businesses are excluded from Hughes results from continuing operations for all periods presented herein.

	As of and for the three months ended March 31,		As of and for the years ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
				(in millions)			
Consolidated Statements of Operations Data							
Total revenues	$ 2,227	$ 2,025	$ 8,863	$ 8,237	$ 7,288	$ 5,560	$ 3,481
Total operating costs and expenses	2,185	2,113	9,015	8,852	7,642	5,975	3,522
Operating profit (loss)	42	(88)	(152)	(615)	(354)	(415)	(41)
Other income (expense), net	(110)	(114)	115	(231)	(462)	(246)	(62)
Income tax benefit	24	77	28	276	406	237	142
Minority interests in net (earnings) losses of subsidiaries	(7)	(7)	(22)	50	55	33	25
Income (loss) from continuing operations before cumulative effect of accounting changes	(51)	(132)	(31)	(520)	(355)	(391)	64
Income (loss) from discontinued operations, net of taxes		(25)	(182)	(94)	36	100	196
Gain on sale of discontinued operations, net of taxes					1,132		
Income (loss) before cumulative effect of accounting changes	(51)	(157)	(213)	(614)	813	(291)	260
Cumulative effect of accounting changes, net of taxes(4)		(681)	(681)	(7)			(9)
Net income (loss)	(51)	(838)	(894)	(621)	813	(291)	251
Adjustment to exclude the effect of GM purchase accounting				3	17	21	21
Preferred stock dividends		(24)	(47)	(96)	(97)	(51)	

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	As of and for the three months ended March 31,		As of and for the years ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
				(in millions)			
Earnings (loss) used for computation of available separate consolidated net income (loss)(1)	$ (51)	$ (862)	$ (941)	$ (714)	$ 733	$ (321)	$ 272
Consolidated Balance Sheet Data:							
Cash and cash equivalents	$ 2,962(5)		$ 1,129	$ 700	$ 1,508	$ 238	$ 1,342
Total current assets	5,476		3,656	3,341	4,154	3,858	4,075
Total assets	19,674		17,885	19,210	19,279	18,597	12,617
Total current liabilities	2,554		3,203	4,407	2,691	2,642	1,346
Long-term debt	4,970		2,390	989	1,292	1,586	779
Minority interests	564		555	531	554	544	482
Preferred stock				1,498	1,496	1,488	
Convertible preferred stock	914		914				
Total stockholder s equity	9,924		9,977	11,072	12,326	11,681	8,412
Other Data:							
Operating profit (loss)	$ 42	$ (88)	$ (152)	$ (615)	$ (354)	$ (415)	$ (41)
Add:							
Depreciation and amortization	263	252	1,020	1,111	948	679	413
EBITDA(2)	$ 305	$ 164	$ 868	$ 496	$ 594	$ 264	$ 372
Capital expenditures	$ 188	$ 346	$ 1,244	$ 1,703	$ 1,716	$ 1,665	$ 1,329
Net cash flows from:							
Operating activities	294	96	1,227	332	1,091	380	612
Investing activities	(241)	(172)	(833)	(1,701)	2,211	(3,942)	(2,129)
Financing activities	1,836	529	190	743	(850)	2,578	(64)
Transitional Disclosures Under Statement of Financial Accounting Standards No. 142(3):							
Reported net income (loss)	$ (51)	$ (838)	$ (894)	$ (621)	$ 813	$ (291)	$ 251
Add:							
Goodwill amortization				220	215	166	95
Amortization of intangible assets with indefinite lives				7	7	5	
Adjusted net income (loss)	$ (51)	$ (838)	$ (894)	$ (394)	$ 1,035	$ (120)	$ 346
Reported income (loss) before cumulative effect of accounting changes	$ (51)	$ (157)	$ (213)	$ (614)	$ 813	$ (291)	$ 260
Add:							
Goodwill amortization				220	215	166	95
Amortization of intangible assets with indefinite lives				7	7	5	
Adjusted income (loss) before cumulative effect of accounting changes	$ (51)	$ (157)	$ (213)	$ (387)	$ 1,035	$ (120)	$ 355

(1) Earnings (loss) used for computation of available separate consolidated net income (loss) is presented because this amount is used to determine the earnings per share of GM Class H common stock and the portion of GM s earnings out of which dividends on the GM Class H common stock may be paid.

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Earnings (loss) used for computation of available separate consolidated net income (loss) is equal to the net income (loss) of Hughes, excluding the effects of the GM purchase accounting adjustment arising from GM s acquisition of Hughes, less the amount of dividends paid and/or payable to GM with respect to the Hughes Series A preferred stock. For a detailed description of the calculation of amounts available for dividends on GM Class H common stock, see GM Capital Stock GM s Dual-Class Common Stock Capital Structure Dividends Calculation of Amount Available for Dividends on GM Class H Common Stock.

(2) For purposes of the Hughes selected historical financial data, Hughes defines EBITDA as operating profit (loss), plus depreciation and amortization. EBITDA is not presented as an alternative measure of operating results or cash flow from operations, as determined in accordance with accounting principles generally accepted in the United States of America. Hughes management uses EBITDA to evaluate the operating performance of Hughes and its business segments, to allocate resources and capital to its business segments and as a measure of performance for incentive compensation purposes. Hughes believes EBITDA is a measure of performance used by some investors, equity analysts and others to make informed investment decisions. Multiples of current or projected EBITDA are used to estimate current or prospective enterprise value. Hughes management believes that EBITDA is a common measure used to compare Hughes operating performance and enterprise value to other communications, entertainment and media service providers. EBITDA does not give effect to cash required to service debt and certain payments related to other long-term liabilities. The requirements include interest payments of $127 million and $95 million for the three months ended March 31, 2003 and 2002, respectively, and $398 million in 2002, $268 million in 2001, $313 million in 2000, $175 million in 1999 and $53 million in 1998. As a result, EBITDA does not reflect funds available for investment in the business of Hughes, dividends or other discretionary uses. EBITDA as presented herein may not be comparable to similarly titled measures reported by other companies.

(3) This information represents Hughes reported net income (loss) and reported income (loss) before cumulative effect of accounting changes on a comparable basis excluding the after-tax effect of amortization expense associated with goodwill and intangible assets with indefinite lives.

(4) Hughes adopted Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets, on January 1, 2002. The adoption of this standard resulted in the discontinuation of amortization of goodwill and intangible assets with indefinite lives. In accordance with the transition provisions of SFAS No. 142, Hughes recorded a one-time after-tax charge of $681.3 million related to the initial impairment test on January 1, 2002 as a cumulative effect of accounting change.

(5) Hughes had cash and cash equivalents of approximately $2.9 billion as of March 31, 2003. In connection with the closing of the transactions, Hughes will be making certain cash payments utilizing its cash on hand. These cash payments aggregate approximately $392 million, and consist of the $275 special cash dividend to GM, retention and severance payments to certain employees of approximately $62 million and approximately $5 million, respectively, and investment advisor fees of approximately $50 million. In addition, approximately $45 million in retention payments will be paid to certain employees up to one year after the completion of the transactions, and additional severance payments may be payable as described below at GM Consent Solicitation Matters Interests of Executive Officers and Directors of GM and Hughes Hughes Executive Change in Control Severance Agreements; Other Employee Severance Benefits; Hughes Stock Options.

GM and Hughes also have entered into a tax allocation agreement that will govern the allocation between GM and Hughes of certain U.S. income tax liabilities and also sets forth agreements with respect to certain other tax matters. Under that agreement, for tax periods prior to the Hughes split-off, Hughes will be required to calculate its tax liability to GM using certain agreed upon tax rates and pay that amount to GM, which will file a consolidated or combined return with the appropriate taxing authorities. In addition, GM may be required to compensate Hughes for certain benefits generated by Hughes, such as net operating losses and foreign tax credits, for tax periods before the Hughes split-off that are utilized by the GM consolidated tax group. The actual amount of Hughes tax payment to GM and the amount of compensation from GM to Hughes for Hughes tax benefits utilized by GM will not be determined until GM files its consolidated or combined return that includes the Hughes split-off. For more information with respect to the tax allocation agreement, see Description of Principal Transaction Agreements Ancillary Separation Agreements Tax Agreement.

News Corporation Selected Historical Financial Data

The following selected historical financial data of News Corporation has been derived from the audited historical consolidated financial statements and related notes of News Corporation for each of the years in the five-year period ended June 30, 2002 and from the unaudited consolidated financial statements of News Corporation for the nine months ended March 31, 2003 and 2002. The selected historical data is only a summary, and should be read in conjunction with the historical consolidated financial statements and related notes contained in News Corporation s Annual Report on Form 20-F for the fiscal year ended June 30, 2002 filed with the SEC on December 31, 2002, which is incorporated into this document by reference. The selected historical financial data is set forth in Australian dollars with a translation of amounts for the nine months ended March 31, 2003 (A-GAAP) and the fiscal year ended June 30, 2002 (US-GAAP) into U.S. dollars at A$1.00 = US$0.6513, the Noon Buying Rate on May 30, 2003, solely for your convenience.

The audited consolidated financial statements of News Corporation contained in its Annual Report on Form 20-F for the fiscal year ended June 30, 2002 have been prepared in accordance with Australian generally accepted accounting principles (A-GAAP). A-GAAP differs significantly in certain respects from U.S. generally accepted accounting principles (US-GAAP). A discussion of these significant differences is found in Note 20 of News Corporation s audited consolidated financial statements.

	Nine Months Ended March 31,			Fiscal Year Ended June 30, (1)				
	2003	2003	2002	2002	2001	2000	1999	1998
	(in millions, except per share data)							
Amounts in Accordance with A-GAAP								
Income statement data:								
Sales revenue	A$ 22,783	US$ 14,839	A$ 22,075	A$ 29,014	A$ 25,578	A$ 22,433	A$ 21,774	A$ 18,949
Depreciation and amortization	553	360	565	749	706	562	510	415
Operating income	3,470	2,260	2,725	3,542	3,093	2,742	2,752	2,646
Net income (loss) from associated entities	(427)	(278)	(1,245)	(1,434)	(249)	(298)	(545)	190
Net borrowing costs	(620)	(404)	(767)	1,000	935	814	773	763
Dividends on exchangeable preferred securities	(67)	(44)	(71)	93	90	79	80	74
Net profit (loss) attributable to members of the parent entity	1,196	779	(8,785)	(11,962)	(746)	1,921	1,088	1,682
Basic/ Diluted Net profit (loss) per share:								
Ordinary shares	0.20	0.13	(1.60)	(2.17)	(0.17)	0.42	0.25	0.40
Preferred limited voting ordinary shares	0.24	0.16	(1.92)	(2.60)	(0.21)	0.51	0.30	0.48
Dividends per ordinary share	0.015	0.010	0.015	0.015	0.030	0.030	0.030	0.030
Dividends per preferred ordinary share	0.0375	0.024	0.0375	0.0375	0.075	0.075	0.075	0.075
Dividends per ordinary share in U.S. dollars	US$ 0.008	US$ 0.010	US$ 0.008	US$ 0.008	US$ 0.016	US$ 0.018	US$ 0.019	US$ 0.020

Dividends per preferred ordinary share in U.S. dollars	US$ 0.021	US$ 0.024	US$ 0.019	US$ 0.020	US$ 0.041	US$ 0.047	US$ 0.047	US$ 0.051
Balance sheet data at period end:								
Cash and cash equivalents	A$ 8,096	US$ 5,273	A$ 5,884	A$ 6,337	A$ 5,615	A$ 4,638	A$ 7,483	A$ 4,314
Total assets	70,775	46,096	79,676	71,441	84,961	65,585	53,972	54,484
Total debt	13,067	8,511	16,375	15,441	18,805	15,431	13,167	14,422
Total stockholders equity	40,506	26,832	44,389	39,468	47,595	32,660	27,109	27,211

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	Fiscal Year Ended June 30, (1)					
	2002	2002	2001	2000	1999	1998
	(in millions, except per share data)					
Amounts in Accordance with US-GAAP						
Income statement data:						
Revenue	A$ 28,776	US$ 18,742	A$ 25,387	A$ 22,337	A$ 21,704	A$ 18,897
Depreciation and amortization	1,373	894	1,321	1,108	1,033	905
Operating income	256	167	1,823	1,509	2,012	1,921
Equity in losses of associated companies	(14,840)	(9,665)	(1,711)	(936)	(509)	(116)
Interest, net	(1,000)	(651)	935	829	783	778
Other income (expense)	1,965	1,280	635	1,924	1,317	(111)
Income (loss) before cumulative effect of accounting change	(14,552)	(9,478)	740	(329)	963	555
Net income (loss)	(14,670)	(9,555)	(218)	(329)	963	555
Basic/ Diluted income (loss) before cumulative effect of accounting change per share:						
Ordinary shares	(2.64)	(1.72)	0.15	(0.09)	0.22	0.13
Preferred limited voting ordinary shares	(3.16)	(2.06)	0.18	(0.10)	0.27	0.15
Basic/ Diluted Net income (loss) per share:						
Ordinary shares	(2.66)	(1.73)	(0.06)	(0.09)	0.22	0.13
Preferred limited voting ordinary shares	(3.19)	(2.08)	(0.07)	(0.10)	0.27	0.15
Dividends per ordinary share	0.015	0.010	0.030	0.030	0.030	0.030
Dividends per preferred ordinary share	0.0375	0.024	0.075	0.075	0.075	0.075
Dividends per ordinary share in U.S. dollars	US$ 0.008	US$ 0.010	US$ 0.016	US$ 0.018	US$ 0.019	US$ 0.020
Dividends per preferred ordinary share in U.S. dollars	US$ 0.020	US$ 0.024	US$ 0.041	US$ 0.047	US$ 0.047	US$ 0.051
Balance sheet data at period end:						
Cash	A$ 6,337	US$ 4,127	A$ 5,615	A$ 4,638	A$ 7,483	A$ 4,314
Total assets	65,837	42,880	81,466	57,986	47,094	48,094
Total debt	15,441	10,057	18,805	15,431	13,167	14,422
Total stockholders equity	24,953	16,252	36,285	18,443	14,044	15,713

(1) See Note 2 and Note 16 to the consolidated financial statements of News Corporation for information with respect to significant acquisitions and dispositions during fiscal 2002, 2001 and 2000. In fiscal 1999, News Corporation acquired substantially all of Liberty Media Corporation s interest in Fox Sports Networks LLC for aggregate consideration of approximately US$1.3 billion. Also, in fiscal 1999, News Corporation sold News America Publications and certain related assets to TV Guide, Inc. in exchange for common stock representing a 43.6% equity interest in TV Guide, Inc. and net cash of US$671 million. In fiscal 1998, News Corporation acquired Heritage Media Group for aggregate consideration of approximately US$1.4 billion.

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UNAUDITED COMPARATIVE PER SHARE INFORMATION

Presented below is the per share data regarding the income, cash dividends declared and book value of GM and News Corporation on both historical and unaudited pro forma consolidated bases. We have derived the unaudited pro forma per share information for GM from the unaudited pro forma financial statements presented elsewhere in this document. Also presented below is the per share data regarding the income, cash dividends declared and book value for GM Class H common stock on an equivalent pro forma basis. You should read the information below in conjunction with the financial statements and accompanying notes of GM, Hughes and News Corporation that are incorporated by reference into this document.

GM Common Stock Historical Per Share Data

This table shows historical per share information for each of the two classes of GM common stock. Book value per share is calculated based on the liquidation rights of each class.

	As of and for the three months ended March 31, 2003		As of and for the year ended December 31, 2002	
	GM $1 2/3 Par Value Common Stock	GM Class H Common Stock	GM $1 2/3 Par Value Common Stock	GM Class H Common Stock
Basic earnings per share	$ 2.71	$ (0.04)	$ 3.37	$ (0.21)
Diluted earnings per share	2.71	(0.04)	3.35	(0.21)
Cash dividends per share	0.50		2.00	
Book value per share	11.98	2.40	9.06	1.81

GM Common Stock Pro Forma Per Share Data

This table shows pro forma information for each of the two classes of GM common stock giving effect to the transactions.

	As of and for the three months ended March 31, 2003		As of and for the year ended December 31, 2002	
	GM $1 2/3 Par Value Common Stock	GM Class H Common Stock	GM $1 2/3 Par Value Common Stock	GM Class H Common Stock
Basic earnings per share	$ 2.74		$ 3.53	
Diluted earnings per share	2.74		3.51	
Cash dividends per share	0.50		2.00	
Book value per share	4.00		NA(1)	

(1) No pro forma balance sheet data as of December 31, 2002 is presented.

News Corporation Historical Per Share Data

This table shows historical per share information for the outstanding News Corporation Ordinary Shares and Preferred Ordinary Shares.

	As of and for the nine months ended March 31, 2003		As of and for the year ended June 30, 2002	
A-GAAP				
Earnings per share on net profit (loss) attributable to members of the parent entity Basic/Diluted				
Ordinary Shares	A$	0.20	A$	(2.17)
Preferred Ordinary Shares		0.24		(2.60)
Cash dividends per Preferred Ordinary Share		0.0375		0.0375
Book value per Preferred Ordinary Share		4.56		4.45
Earnings per share on net profit (loss) attributable to members of the parent entity Basic/Diluted				
Ordinary Shares	US$	0.13	US$	(1.41)
Preferred Ordinary Shares		0.16		(1.70)
Cash dividends per Preferred Ordinary Share		0.024		0.024
Book value per Preferred Ordinary Share		2.97		2.90

	As of and for the year ended June 30, 2002	
US-GAAP(1)		
Income (loss) before cumulative effect of accounting change per share Basic/Diluted		
Ordinary Shares	A$	(2.64)
Preferred Ordinary Shares		(3.16)
Cash dividends per Preferred Ordinary Share		0.0375
Book value per Preferred Ordinary Share		2.79
Income (loss) before cumulative effect of accounting change per share Basic/Diluted		
Ordinary Shares	US$	(1.72)
Preferred Ordinary Shares		(2.06)
Cash dividends per Preferred Ordinary Share		0.024
Book value per Preferred Ordinary Share		1.82

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News Corporation Pro Forma Per Share Data

Presented below is the per share data regarding the income, cash dividends declared and book value of News Corporation on an unaudited pro forma consolidated basis. News Corporation s pro forma balance sheet information presented below as of June 30, 2002 (A-GAAP and US-GAAP) and as of March 31, 2003 (A-GAAP), reflects the acquisition of a 34% interest in Hughes as of July 1, 2001 for an aggregate purchase price of A$12.9 billion paid in both cash and News Corporation Preferred ADSs. News Corporation s pro forma operating results presented below for the year ended June 30, 2002 (A-GAAP and US-GAAP) and the nine months ended March 31, 2003 (A-GAAP) give effect to the transactions as if they had occurred on July 1, 2001.

		As of and for the nine months ended March 31, 2003		As of and for the year ended June 30, 2002
A-GAAP				
Earnings per share on net profit (loss) attributable to members of the parent entity Basic/Diluted				
Ordinary Shares	A$	0.16	A$	(1.96)
Preferred Ordinary Shares		0.20		(2.35)
Cash dividends per Preferred Ordinary Share		0.0375		0.0375
Book value per Preferred Ordinary Share		5.21		5.16
Earnings per share on net profit (loss) attributable to members of the parent entity Basic/Diluted				
Ordinary Shares	US$	0.11	US$	(1.28)
Preferred Ordinary Shares		0.13		(1.53)
Cash dividends per Preferred Ordinary Share		0.024		0.024
Book value per Preferred Ordinary Share		3.39		3.36

		As of and for the year ended June 30, 2002
US-GAAP(1)		
Income (loss) before cumulative effect of accounting change per share Basic/Diluted		
Ordinary Shares	A$	(2.34)
Preferred Ordinary Shares		(2.81)
Cash dividends per Preferred Ordinary Share		0.0375
Book value per Preferred Ordinary Share		3.50
Income (loss) before cumulative effect of accounting change per share Basic/Diluted		
Ordinary Shares	US$	(1.52)
Preferred Ordinary Shares		(1.83)
Cash dividends per Preferred Ordinary Share		0.024
Book value per Preferred Ordinary Share		2.28

(1) News Corporation is a foreign private issuer as defined in the Securities Exchange Act of 1934, as amended, and files reconciliations of its A-GAAP financial information to its US-GAAP information on a semi-annual basis only. News Corporation s US-GAAP reconciliation for the six months ended December 31, 2002 has not been filed with the SEC as of the date of this document.

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GM Class H Common Stock Equivalent Pro Forma Per Share Data

This table shows equivalent pro forma per share information for GM Class H common stock calculated by multiplying the News Corporation pro forma per preferred limited voting ordinary share amounts presented above by an exchange ratio of 0.54880 and then multiplying that result by four, as four Preferred Ordinary Shares underlie each News Corporation Preferred ADS. This exchange ratio represents the number of News Corporation Preferred ADSs a former GM Class H common stockholder would receive for each exchanged share acquired by News Corporation for News Corporation Preferred ADSs in the News stock acquisition, calculated as described above at Description of the Transactions The Exchange Ratio and assuming that the average closing price of News Corporation Preferred ADSs is equal to $25.51, the closing price of News Corporation Preferred ADSs on May 30, 2003.

		As of and for the nine months ended March 31, 2003		As of and for the year ended June 30, 2002
A-GAAP				
Earnings per Preferred Ordinary Share on net profit (loss) attributable to members of the parent entity Basic/Diluted				
Preferred Ordinary Shares	A$	0.44	A$	(5.16)
Cash dividends per Preferred Ordinary Share		0.0823		0.0823
Book value per Preferred Ordinary Share		11.44		11.33
Earnings per Preferred Ordinary Share on net profit (loss) attributable to members of the parent entity Basic/Diluted				
Preferred Ordinary Shares	US$	0.29	US$	(3.36)
Cash dividends per Preferred Ordinary Share		0.053		0.053
Book value per Preferred Ordinary Share		7.44		7.38

		As of and for the year ended June 30, 2002
US-GAAP		
Income (loss) before cumulative effect of accounting change per Preferred Ordinary Share Basic/ Diluted		
Preferred Ordinary Shares	A$	(6.17)
Cash dividends per Preferred Ordinary Share		0.0823
Book value per Preferred Ordinary Share		7.68
Income (loss) before cumulative effect of accounting change per Preferred Ordinary Share Basic/ Diluted		
Preferred Ordinary Shares	US$	(4.02)
Cash dividends per Preferred Ordinary Share		0.053
Book value per Preferred Ordinary Share		5.01

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RISK FACTORS

In addition to the other information contained in or incorporated by reference into this document (such as the Form 10-K of GM for the fiscal year ended December 31, 2002, the Form 10-K of Hughes for the fiscal year ended December 31, 2002 and the Form 20-F of News Corporation for the fiscal year ended June 30, 2002), including the matters addressed at   Disclosure Regarding Forward-Looking Statements, you should carefully consider each of the factors set forth below.

Risk Factors Relating to the Transactions

Regulatory Approval of the Transactions May Require Hughes and/or News Corporation to Agree to Conditions Beyond Those Already Contemplated by the Transaction Agreements. Under U.S. antitrust laws, the transactions may not be completed until the required waiting period under the Hart-Scott-Rodino Act has terminated or expired. To complete the transactions, the companies must also obtain the approval of the FCC. The transactions may also be subject to regulatory requirements of other governmental agencies and authorities, including clearances for the transactions from competition and telecommunications authorities in foreign jurisdictions and requirements relating to the regulation of the offer and sale of securities. Many of these governmental entities from which approvals and clearances are required may seek to condition their approval or clearance of the transactions, or of the transfer to News Corporation of licenses and other entitlements, if any, on the companies compliance with conditions beyond those already agreed among GM, Hughes and News Corporation pursuant to the transaction agreements. These conditions could require Hughes and/or News Corporation to divest material assets or otherwise have the effect of imposing significant additional costs on Hughes or of limiting Hughes   revenues. Depending upon the nature and scope of such conditions, rather than agreeing to such conditions, the companies may determine that the conditions would be onerous on the companies and that it would be in their mutual best interests and the mutual best interests of their stockholders to terminate the transactions instead. For more information, see   The Transactions   Regulatory Requirements.

As a Result of the Transactions, Hughes Will Experience Managerial Changes. Following the completion of the transactions, Mr. Chase Carey will replace Mr. Jack Shaw as the Chief Executive Officer of Hughes, and other managerial changes may occur. The structure and composition of the Hughes board of directors will also change. Hughes   future success will depend, to a significant extent, upon the performance of its new management team after the completion of the transactions. Thus, Hughes is subject to risks associated with its post-transaction management structure, including, among others, risks relating to employee and business relations, managerial efficiency and effectiveness and familiarity with business and operations.

A Potential Tax Indemnity Liability to GM Could Materially Adversely Affect Hughes   Liquidity. Hughes has generally agreed to indemnify GM and its affiliates against certain liabilities for taxes resulting from the Hughes split-off share exchange if the taxes arise from actions or failures to act by Hughes following the completion of the transactions that cause the Hughes split-off share exchange to be taxable to GM. If Hughes is required to indemnify GM under the circumstances set forth in the stock purchase agreement, it may be subject to substantial liabilities. For a more detailed discussion, see   Description of Principal Transaction Agreements   Stock Purchase Agreement   Preservation of the Tax-Free Status of the Hughes Split-Off Share Exchange.

The indemnity of GM by Hughes is not subject to any cap or maximum amount. Based on the aggregate fair market value of Hughes on May 30, 2003 (based on the closing price of GM Class H common stock on that date and the GM Class H dividend base as of such date), GM estimates that its taxable gain on the distribution of 80.2% of the outstanding common stock of Hughes would exceed $7.4 billion if the Hughes split-off share exchange failed to qualify as a tax-free transaction. The actual amount of gain recognized by GM if the Hughes split-off share exchange is treated as a taxable transaction, and the amount of tax payable by GM on that gain, would depend upon a number of factors that cannot be determined at this time, including the aggregate fair market value of Hughes at the time of the Hughes split-off share exchange and the general tax position of GM, and the actual amount of gain recognized by GM could be materially higher than $7.4 billion.

GM and Hughes are Prohibited From Pursuing Certain Other Opportunities Prior to the Termination of the Transaction Agreements. The terms of the stock purchase agreement prohibit, subject to certain exceptions, certain transactions involving Hughes prior to the termination of that agreement or completion of the transactions. These prohibited transactions generally include any merger or consolidation of Hughes and other forms of strategic transactions involving Hughes. These prohibitions may prevent GM and Hughes from pursuing attractive strategic alliances or combinations involving Hughes in the event that such opportunities arise before the termination of the stock purchase agreement.

Hughes May Not Realize the Benefits Expected From the Transactions. The success of the transactions will depend, in part, upon the ability of Hughes to increase its competitiveness in the industries in which it operates following its separation from GM. After the transactions, Hughes will be affiliated with News Corporation, a global media and content company with a proven track record as a supportive stockholder of successful direct-to-home television businesses. News Corporation believes that it has the strategic vision, expertise and resources that will enable Hughes to achieve its full potential within the industries in which it competes. News Corporation currently expects that, within three years, the transaction will create synergies and efficiencies for Hughes of between $610 million and $765 million annually. You should understand that, while GM and Hughes believe that the transactions will afford Hughes significant benefits as described in greater detail at The Transactions GM Background and Considerations GM s and Hughes Reasons for the Transactions, GM and Hughes have not independently verified these calculations and the boards of directors of GM and Hughes did not consider the synergies expected by News Corporation in determining to approve the transactions. There can be no assurance that Hughes will realize these (or other) synergies and efficiencies. Potential difficulties in realizing such benefits include, among other things, integrating personnel with diverse business backgrounds, combining different corporate cultures and complying with applicable laws.

GM Class H Common Stockholders Will Forgo Any Recapitalization of GM Class H Common Stock Into GM $1 2/3 Par Value Common Stock at a 120% Exchange Rate. Proposal 1 to amend the GM restated certificate of incorporation will, among other things, add a provision to expressly provide that the completion of the transactions as described in this document will not result in a recapitalization of GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate, as currently provided for under certain circumstances pursuant to the provisions of the GM restated certificate of incorporation. Thus, by voting to approve the proposals relating to the transactions, GM Class H common stockholders as well as GM $1 2/3 par value common stockholders will, in effect, be waiving any application of the recapitalization provision to the transactions that would have applied but for the provision of the GM charter amendment expressly providing that it shall not apply to the transactions. As described in greater detail elsewhere in this document, GM determined that, in the context of the proposed Hughes split-off share exchange, such a recapitalization would not be in the best interests of GM and its common stockholders because such a recapitalization would likely produce substantial dilution in the value of the GM $1 2/3 par value common stock and would change substantially the form and nature of the investment of the GM Class H common stockholders, who would give up their tracking stock investment in the Hughes business and would receive instead a common stock investment in all of GM s operations. Accordingly, GM structured the transactions so as not to result in such a recapitalization. For further information, see The Transactions GM Background and Considerations Alternatives to the Transactions Considered by GM and Hughes.

GM Class H Common Stockholders Will Forgo Any Right to Receive Any Portion of the $275 Million Special Cash Dividend From Hughes to GM. The GM board of directors has previously adopted a policy statement that requires a proportionate distribution to be made to GM Class H common stockholders when GM receives certain transfers of assets from Hughes, subject to certain exceptions that include any asset transfer which shall have received the consent of the holders of a majority of the outstanding shares of GM Class H common stock, voting as a separate class, and GM $1 2/3 par value common stock, voting as a separate class. Thus, by ratifying the transactions, among other things, the GM Class H common stockholders will be forgoing any right to receive a proportionate distribution based on the $275 million special cash dividend to be paid from Hughes to GM. If the transactions were completed without the consent of the GM common stockholders to forgo their right to receive this distribution (and without any other action by the GM board of directors to cause the policy statement to be inapplicable), GM would have been required to pay a dividend to

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the GM Class H common stockholders in an aggregate amount of approximately $220.4 million (or approximately $0.20 per share of GM Class H common stock), representing approximately 80.2% of the $275 million special cash dividend to be paid to GM by Hughes. It should be noted that, in accordance with the terms of the GM board policy statement, the GM board policy statement may at any time and from time to time be modified, rescinded and interpreted by the GM board of directors, and the GM board of directors may adopt additional or other policies or make exceptions with respect to the application of the current GM board policy statement in connection with particular facts and circumstances, as the GM board of directors may determine, consistent with its fiduciary duties to GM and all of its common stockholders, to be in the best interests of GM and all of its common stockholders, and any such action may be taken with or without the approval of the stockholders of GM. For more information, see GM Capital Stock GM Board of Directors Policy Statement.

GM Class H Common Stockholders May Receive Shares of Hughes Common Stock Having a Market Value Lower Than Expected. As a result of the transactions, based on certain assumptions described elsewhere in this document, GM Class H common stockholders will receive, among other consideration, approximately 0.82343 of a share of Hughes common stock for each share of GM Class H common stock that they previously held. The market value of the Hughes common stock when received by the former GM Class H common stockholders is dependent on a variety of factors that cannot be predicted, including changes in Hughes business, operations and prospects, regulatory considerations and general market and economic conditions. As a result, GM Class H common stockholders may receive shares of Hughes common stock having a market value lower than may be expected.

GM and GM Class H Common Stockholders May Receive News Corporation Preferred ADSs Having a Market Value That Differs From the Anticipated Market Value. Upon the completion of the transactions, GM and GM Class H common stockholders may receive News Corporation Preferred ADSs. The number of News Corporation Preferred ADSs to be received by GM and the former GM Class H common stockholders will be based on the exchange ratio, which will not be determined until the time of the completion of the transactions. The number of News Corporation Preferred ADSs to be received will depend on, among other things, the average closing price of News Corporation Preferred ADSs over the 20 consecutive trading days ending on and including the fifth business day prior to the completion of the transactions. To the extent that the price of News Corporation Preferred ADSs varies over the 20 consecutive trading days or between the determination of the average closing price of News Corporation Preferred ADSs and the fifth business day prior to the completion of the transactions, the number of News Corporation Preferred ADSs received by GM and the former GM Class H common stockholders may not reflect the market value of the News Corporation Preferred ADSs at the completion of the transactions. The market value of News Corporation Preferred ADSs over the 20 consecutive trading days and at the completion of the transactions is dependent on a variety of factors, including changes in News Corporation s business, operations and prospects, regulatory considerations and general market and economic conditions, which cannot be predicted. For more information about the calculation of the exchange ratio, see The Transactions Description of the Transactions The GM/News Stock Sale Determination of the Exchange Ratio.

If the average of the volume weighted average price of News Corporation Preferred ADSs is below $14.08 over any 20 consecutive trading day period, GM has the right to terminate the stock purchase agreement, and therefore, the transactions described in this document. If GM exercises this right, News Corporation can avoid termination by electing to top-off. If News Corporation makes such an election, GM and the former GM Class H common stockholders will receive no less than $11.00 in value for each variable price share and exchanged share, as applicable, acquired by News Corporation for News Corporation Preferred ADSs. You should understand, however, that there can be no assurance either that GM would exercise its right to terminate the transactions under these circumstances, or that News Corporation would elect to top-off rather than allow the transactions to terminate. You should further understand that a determination by GM not to exercise its right under these circumstances could result in GM and the former GM Class H common stockholders receiving less than $11.00 worth of News Corporation Preferred ADSs for each variable price share and exchanged share, as applicable, acquired by News Corporation for News Corporation Preferred ADSs.

Moreover, generally speaking, the market value of the News Corporation Preferred ADSs that may be received by GM and GM Class H common stockholders in the transactions is dependent on a variety of factors that are beyond the control of News Corporation and cannot be predicted. Since GM and GM Class H common stockholders could, in the aggregate, own a significant number of News Corporation Preferred ADSs after the transactions, the market price of News Corporation Preferred ADSs could fall due to a dilution of News Corporation Preferred ADSs, or due to sales (or the possibility of sales) of News Corporation Preferred ADSs by GM and GM Class H common stockholders into the public marketplace following the transactions.

Hughes Principal Stockholder Will Have Significant Influence Over the Management of Hughes and Over Actions Requiring Stockholder Approval. Upon the completion of the transactions, News Corporation, through its subsidiary Fox Entertainment, will hold 34% of the issued and outstanding shares of Hughes common stock. Mr. Murdoch, Chairman and Chief Executive of News Corporation, will become Chairman of Hughes, and Mr. Carey, who is currently a director of, and is serving as an advisor to, News Corporation will become a director and President and Chief Executive Officer of Hughes. Additionally, two current News Corporation executives will also be directors of Hughes. As a result, News Corporation will have significant influence relating to the management of Hughes and to actions of Hughes that require stockholder approval. You should understand, however, that the interests of News Corporation may differ from the interests of other holders of Hughes common stock.

The extent of News Corporation s stock ownership of Hughes also may have the effect of discouraging offers to acquire control of Hughes and may preclude holders of Hughes common stock from receiving any premium above market price for their shares that may be offered in connection with any attempt to acquire control of Hughes.

Provisions of the New Hughes Certificate of Incorporation and By-laws, Including the Excess Stock Provision, Will Limit Certain Acquisitions of Hughes Common Stock and Could Delay or Prevent a Change of Control. After the completion of the transactions, the new Hughes certificate of incorporation and by-laws will contain provisions that, among other things:

- divide Hughes board of directors into three classes, with members of each class elected in staggered terms;
- prevent shareholders from removing directors except for cause;
- regulate how shareholders may present proposals or nominate directors for election at annual meetings of shareholders; and
- authorize Hughes board of directors to issue preferred stock in one or more series, without shareholder approval.

The new Hughes certificate of incorporation will also include the excess stock provision. The excess stock provision was designed to protect Hughes and its stockholders from liability for potential adverse tax effects from certain changes in the ownership of capital stock of Hughes and from the potential adverse impact of a third party seeking to acquire control of Hughes at a lower price than might be available absent the restrictions on acquisitions by News Corporation during the first year following the completion of the transactions. In addition, in order to preserve the tax-free status of the Hughes split-off share exchange, Hughes may be obligated to adopt and maintain a stockholder rights plan during the first year after completion of the transactions.

Each of these provisions could:

- have the effect of delaying, deferring or preventing a change of control of Hughes;
- discourage bids for Hughes common stock at a premium over the market price; or
- impede the ability of Hughes stockholders to change its management.

For additional information, see Hughes Capital Stock below.

Risk Factors Relating to GM After the Transactions

Any Depreciation in the Value of the Hughes Common Stock and News Corporation Preferred ADSs After the Transactions Will Affect the Level of GM s Pension Expense. As of April 30, 2003, approximately 30.0% of the outstanding GM Class H common stock was held by certain GM employee benefit plans. As GM Class H common stockholders, those GM employee benefit plans will receive shares of Hughes common stock, and may also receive News Corporation Preferred ADSs, in the transactions. Pursuant to agreements currently in place between GM employee benefit plans and GM, those GM employee benefit plans will have some restrictions on their ability to sell their shares of Hughes common stock. See Shares Eligible For Future Sale Hughes Common Stock. After the completion of the transactions, during any period in which those GM employee benefit plans continue to own Hughes common stock and News Corporation Preferred ADSs, depreciation in the value of the Hughes common stock and News Corporation Preferred ADSs will adversely affect the level of GM s pension expense, which is actuarially determined and computed in accordance with accounting principles generally accepted in the United States. There can be no assurance as to whether the trading value of Hughes common stock and News Corporation Preferred ADSs after the transactions will be equal to or greater than the trading value of GM Class H common stock and News Corporation Preferred ADSs before the transactions or if the transactions had not occurred.

The Assets of Hughes Will Not Be Available to Support GM s Financial Position and Credit Ratings After the Transactions. Following the completion of the transactions, Hughes will no longer be a subsidiary of GM, and GM will be unable to rely upon the assets of Hughes to support its financial position and credit ratings, including in times of economic downturn or cyclical changes in the automotive industry. As a result of the transactions, GM anticipates that there would be a net reduction of GM s stockholders equity. This net reduction would have been approximately $7.12 billion based on the GM Class H common stock price and the News Corporation Preferred ADS stock price on May 30, 2003, the net book value of Hughes as of March 31, 2003 and certain other assumptions. For additional information, see The Transactions Accounting Treatment below. There can be no assurance that, after the transactions, operating results and market conditions will not result in lower credit ratings or a weaker financial condition for GM than if the transactions had not occurred.

Risk Factors Relating to Hughes After the Transactions

Risks Relating to the Business of Hughes

Hughes Will Be Subject to Significant Restrictions with Respect to Issuances of its Equity Securities for One Year Following the Transactions. In order to preserve the tax-free status of the Hughes split-off share exchange to GM after completion of the transactions, Hughes has agreed to certain restrictions on issuances of its stock and other securities that are convertible or exchangeable into its stock. In general, under applicable provisions of the Code, the Hughes split-off share exchange will not be tax-free to GM if it is part of a plan or arrangement pursuant to which one or more persons, other than the historical stockholders of GM, acquire stock possessing at least 50% of the voting power or at least 50% of the value of the outstanding stock of Hughes. We refer to the shares of Hughes common stock that will count toward this 50% threshold as tainted stock. The Hughes common stock acquired by News Corporation s subsidiary as part of the transactions will be treated as tainted stock that counts towards the 50% threshold. In addition, any stock that is issued by Hughes, other than stock issued upon the exercise of compensatory stock options, during the one year period following the Hughes split-off share exchange generally will be presumed for purposes of the transaction documents to be tainted stock absent an IRS ruling or an opinion of tax counsel to the contrary. The transaction documents include certain covenants designed to prevent Hughes from taking any action that might jeopardize the tax-free status of the Hughes split-off share exchange. As a result, Hughes ability to issue any equity capital or other securities convertible or exchangeable into equity capital in the one year period following the transactions will be severely restricted, absent possible favorable IRS rulings or opinions of tax counsel. These restrictions on equity issuances may also prevent Hughes from entering into transactions

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that might be advantageous to Hughes and its stockholders, such as issuing equity securities in connection with acquisitions of businesses or assets.

There Can Be No Assurance That There Will Be Sufficient Funding for Hughes. The industries in which Hughes competes are capital intensive, requiring significant investment in, among other things, infrastructure, research and marketing. In addition, industry participants often face high capital requirements in order to take advantage of new market opportunities, respond to rigorous competitive pressures and react quickly to changes in technology. For example, the construction, launch and insurance costs for new satellites and new satellite systems planned by Hughes and PanAmSat may generate significant capital requirements for those companies beyond that which is already contemplated in their current business plans.

Hughes believes that key success factors in the multi-channel video programming distribution and satellite services businesses include superior access to capital and financial flexibility. Many of Hughes competitors are committing substantial capital and, in many instances, are forming alliances to acquire and maintain market leadership. Hughes strategy is to be a leader in providing entertainment, information and communications products and services by building on its market leadership position in the satellite services industry, its experience in satellite technology and, to a lesser degree, by making acquisitions and establishing, maintaining and restructuring strategic alliances as appropriate. This strategy may require substantial investments of capital over the next several years.

In addition, the actual amount of funds necessary to implement Hughes strategy and business plan may materially exceed Hughes current estimates due to various factors including, among other things, departures from Hughes current business plan and unanticipated costs and expenses. There can be no assurance that Hughes will be able to satisfy its incremental capital requirements on desirable terms, if at all, whether through lack of competitive access to capital markets, due to restrictions under financing arrangements that are currently in place, agreements relating to the transactions that are the subject of this document or otherwise. If Hughes increases its debt level in the future, it could subject Hughes to various restrictions and higher interest costs and decrease its cash flow and earnings.

Hughes Competes With Other Multi-Channel Video Programming Distributors and Satellite Services Companies, Which Could Materially Adversely Affect Hughes Ability to Grow and Increase Earnings. Hughes, through its wholly owned subsidiary DIRECTV Holdings LLC, competes in the highly competitive multi-channel video programming distribution industry against cable television and other land-based and satellite-based system operators offering video, audio and data programming and entertainment services. Some of these competitors have greater financial, marketing and other resources than Hughes has. Hughes ability to increase earnings will depend, in part, upon its ability to compete with these other operators.

Some cable television operators have large, established customer bases and many cable operators have significant investments in, and access to, programming. According to an FCC report dated December 23, 2002, approximately 66% of the television households in the United States currently subscribe to cable television services. Cable television operators have advantages relative to DIRECTV, including or as a result of:

- being the incumbent multi-channel video programming distribution operator with an established customer base in the territories in which DIRECTV competes;
- bundling their analog video service with expanded digital video services delivered terrestrially or via satellite, or with efficient two-way high-speed Internet access or telephone service on upgraded cable systems;
- having greater bandwidth capacity to deliver programming or services beyond that which DIRECTV s satellite capacity currently allows;
- providing service to multiple television sets within the same household at a lower incremental cost to the consumer; and
- having the ability to provide local and other programming in a larger number of geographic areas.

In addition, cable television operators have grown their subscriber base through the acquisition of cable systems. Moreover, mergers, joint ventures and alliances among franchise, wireless or private cable television operators, regional Bell operating companies and others may result in providers capable of offering bundled cable television and telecommunications services in competition with DIRECTV.

DIRECTV has an exclusive distribution relationship with the National Rural Telecommunications Cooperative, or the NRTC, in certain markets (mainly rural). Pursuant to DIRECTV s agreement with the NRTC, NRTC s affiliates and members distribute much of its programming services on an exclusive basis in territories comprising approximately 13.2 million television households in the United States. Pegasus Satellite Television, Inc., or Pegasus, the largest NRTC affiliate, possesses these distribution rights for territories covering approximately 10.6 million television households in the United States. During the past two years, Pegasus prices for the DIRECTV services have generally been higher than the prices offered to customers by DIRECTV. During the last year, Pegasus announced its intention to achieve cash flow break-even, in part through reductions in expenditures such as subscriber acquisition costs. Hughes believes that the higher prices charged by Pegasus, coupled with its reduced acquisition expenditures, have provided EchoStar Communications Corporation with an opportunity to gain a proportionately greater share of the multi-channel video programming distribution market in those territories where Pegasus possesses DIRECTV distribution rights. Pegasus has experienced a net subscriber loss during recent quarters, and this trend may continue, which would affect the total number of subscribers to DIRECTV s platform. As of March 31, 2003, NRTC subscribers represented approximately 1.6 million of the total 11.4 million subscribers to Hughes platform, of which approximately 1.3 million were Pegasus subscribers. Hughes is a party to certain litigation with the NRTC and Pegasus related to the exclusive distribution relationship described above. For a further discussion of this litigation, see Hughes s 2002 Annual Report on Form 10-K, which is incorporated into this document by reference.

As a result of these and other factors, DIRECTV may not be able to continue to expand its subscriber base or compete effectively against cable television or other multi-channel video programming distribution operators in the future.

Other companies in the United States have conditional permits or have leased transponders for direct broadcast satellite assignments that can be used to provide service to portions of the United States. Also, C-band satellite providers and other low and medium power satellite operators continue to compete in the market for subscription television services, particularly in rural areas. In addition, it is possible that non-U.S. licensed direct broadcast satellites could be used to provide service in the United States. On May 7, 2003, the FCC released an order authorizing the use of Canadian-licensed direct broadcast satellites for service in the United States. The United States has bilateral agreements with Mexico and Argentina that would allow the use of direct broadcast satellites licensed by those countries for service into the United States, and some operators, including SES Global S.A., are attempting to coordinate new direct broadcast satellite orbital locations capable of providing services throughout the United States.

Hughes Network Systems and PanAmSat face intense competition in the business segments in which they participate. The general slowing of the economy, maturing of markets and, in some cases, overcapacity have limited the potential for growth. Alternative technologies are available that compete with many of the satellite-based services delivered by Hughes Network Systems and PanAmSat and other technologies have been or are being developed by current and potential competitors that could provide additional features or better value which could have a material adverse effect on the businesses of Hughes Network Systems and PanAmSat. Some competitors of Hughes Network Systems and PanAmSat have greater access to capital and are not hampered by the fixed costs which each of Hughes Network Systems and PanAmSat have invested in infrastructure. Recent combinations of competitors to PanAmSat have resulted in stronger, better funded companies that represent a greater competitive threat. To the extent that Hughes Network Systems and PanAmSat are unable to continue investment in technology, product development and marketing, their products and services may become obsolete or provide reduced profit margins which could materially adversely affect their businesses.

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DIRECTV Depends on the Communications Act For Access to Programming. DIRECTV purchases a substantial percentage of its programming from programmers that are affiliated with cable system operators. Currently, under certain provisions of the Communications Act governing access to programming, cable-affiliated programmers generally must sell and deliver their programming services to all multi-channel video programming distributors on non-discriminatory terms and conditions. The Communications Act and the FCC s rules also prohibit certain types of exclusive programming contracts involving programming from cable-affiliated programmers.

Any change in the Communications Act or the FCC s rules that would permit programmers that are affiliated with cable system operators to refuse to provide such programming or to impose discriminatory terms or conditions could materially adversely affect DIRECTV s ability to acquire programming on a cost-effective basis, or at all. The Communications Act prohibitions on certain cable industry exclusive contracting practices with cable-affiliated programmers were scheduled to expire in October 2002 and in June 2002, the FCC extended the period of these exclusivity restrictions through October 2007.

In addition, certain cable providers have denied DIRECTV and other multi-channel video programming distributors access to a limited number of channels created by programmers with which the cable providers are affiliated. The cable providers have asserted that they are not required to provide such programming due to the manner in which that programming is distributed, which they argue is not covered by the program access provisions of the Communications Act. Challenges to this interpretation of the Communications Act have not been successful, and DIRECTV may continue to be precluded from obtaining a limited amount of programming that is created by entities affiliated with cable providers, which in turn could materially adversely affect its ability to compete in regions serviced by those cable providers.

Must Carry Requirements May Negatively Affect DIRECTV s Ability to Deliver Local Broadcast Stations, as Well as Other Aspects of its Business. In 1999, Congress adopted the Satellite Home Viewer Improvement Act, or SHVIA. This statute imposes a so-called must carry obligation, which generally requires DIRECTV to carry all of the local broadcast stations requesting carriage in a timely and appropriate manner in markets in which it chooses to retransmit the signals of local broadcast stations, subject to certain limited exceptions.

The FCC has implemented SHVIA s must carry requirement and adopted further detailed must carry rules covering DIRECTV s carriage of both commercial and non-commercial broadcast television stations. DIRECTV has limited satellite capacity, and the projected number of markets in which it can deliver local broadcast channel programming will continue to be constrained because of the must carry requirement and may be reduced depending on the FCC s interpretation of its must carry rules in pending and future rulemaking and complaint proceedings. Compliance with must carry rules may also mean that DIRECTV is forced to employ satellite capacity that could otherwise be used to provide consumers with new or additional national programming services. SHVIA also includes provisions that could expose DIRECTV to federal copyright infringement lawsuits, material monetary penalties, and permanent prohibitions on the sale of all local and distant network channels, based on violations of the statute, prior law, or the FCC rules. Imposition of such penalties could have a material adverse effect on Hughes business operations generally.

Several must carry complaints by broadcasters have been filed against DIRECTV at the FCC and in federal district court. DIRECTV cannot be sure that the FCC or a federal court will not rule against it in those proceedings. Adverse rulings against DIRECTV in such proceedings have resulted and could continue to result in the carriage of additional stations in the markets in which it carries or plans to carry the signals of local broadcast television stations, thereby using additional satellite capacity that could be used for other purposes and incurring potentially significant additional compliance and infrastructure costs. In addition, while the FCC has decided for now not to impose dual digital/ analog carriage obligations (*i.e.*, a requirement that a television station electing must carry may require carriage of both its analog and digital signals), the FCC has also issued a further notice of proposed rulemaking on this matter. The FCC is also examining the questions of whether and how satellite carriers will be required to carry digital television signals. There can be no assurance that such proceedings will not result in new or additional signal carriage requirements.

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DIRECTV Depends on Others to Produce Programming, and Programming Costs are Increasing. DIRECTV depends on third parties to provide it with programming services. DIRECTV s ability to compete successfully will depend on its ability to continue to obtain desirable programming and deliver it to its customers at competitive prices. DIRECTV s programming agreements generally have remaining terms ranging from less than one to up to ten years and contain various renewal and cancellation provisions. DIRECTV may not be able to renew these agreements on favorable terms, or at all, or these agreements may be cancelled prior to expiration of their original terms. If DIRECTV is unable to renew any of these agreements or the other parties cancel the agreements, there can be no assurance that DIRECTV would be able to obtain substitute programming, or that such programming would be comparable in quality or cost to DIRECTV s existing programming.

In addition, many of DIRECTV s programming agreements contain annual price increases. Also, when offering new programming, or upon expiration of existing contracts, programming suppliers have historically increased the rates they charge DIRECTV for programming, increasing its costs. Hughes expects this practice to continue. Increases in programming costs could cause DIRECTV to increase the rates that it charges its customers, which could in turn cause customers to terminate their subscription or potential new customers to refrain from subscribing. Furthermore, DIRECTV may be unable to pass programming costs on to its customers, which could have a material adverse effect on Hughes cash flow and operating margins.

Increased Subscriber Turnover or Subscriber Retention Costs at DIRECTV Could Harm Hughes Financial Performance. Turnover of customers in the form of subscriber service cancellations, or churn, is a significant cost element for any subscription television provider as is the cost of retaining the customers. Any increase in DIRECTV s retention, upgrade and other marketing costs for its existing customers may cause it to increase its subscription rates, which could increase churn. Any of the risks described in this document that potentially has a material adverse impact on DIRECTV s cost or service quality or that could result in higher prices for its customers could, in turn, cause an increase in churn and consequently harm Hughes financial performance. Churn can also increase due to factors beyond DIRECTV s control, including a slowing economy, significant signal theft, a maturing subscriber base and competitive offers. There can be no assurance that DIRECTV will continue to be able to manage its churn rates or subscriber retention costs to achieve a reasonable level of financial performance.

DIRECTV recently increased its subscription prices. As of the date of this document, Hughes is unable to determine the impact that these price increases will have on DIRECTV s churn rate. However, it is possible that these price increases will cause its churn rate to increase.

Increased Subscriber Acquisition Costs Could Adversely Affect Hughes Financial Performance. To obtain new customers, DIRECTV incurs costs relating to third-party customer acquisitions and direct customer acquisitions. These costs are known as subscriber acquisition costs. For instance, DIRECTV provides installation incentives to its retailers to enable them to offer standard professional installation as part of the customer s purchase of a DIRECTV System. In addition, DIRECTV pays commissions to retailers so they can offer a DIRECTV System at a lower cost to the consumer. DIRECTV s subscriber acquisition costs, both in the aggregate and on a per new subscriber activation basis, may materially increase to the extent DIRECTV continues or expands current sales promotion activities or introduces other more aggressive promotions, or due to increased competition. Any material increase in subscriber acquisition costs from current levels would negatively impact Hughes earnings and could materially adversely impact its financial performance.

Satellite Programming Signals Have Been Stolen or Could Be Stolen in the Future, Which Could Cause DIRECTV to Incur Incremental Operating Costs That Do Not Result in Subscriber Acquisition. The delivery of subscription programming requires the use of conditional access technology to limit access to programming to only those who subscribe and are authorized to view it. The conditional access system uses, among other things, encryption technology to protect the transmitted signal from unauthorized access. It is illegal to create, sell or otherwise distribute software or devices to circumvent that conditional access technology. However, theft of cable and satellite programming has been widely reported, and the access or smart cards used in

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DIRECTV s conditional access system have been compromised and could be further compromised in the future.

DIRECTV continues to respond to compromises of its access cards with measures intended to make theft of its programming commercially impractical or uneconomical, including developing and introducing new access cards and replacing older access cards that have been compromised. Once DIRECTV replaces the access card, it cannot guarantee that the new card will prevent the theft of its satellite programming signals. Furthermore, there can be no assurance that DIRECTV will be successful in developing the technology it needs to effectively restrict or eliminate signal theft. If DIRECTV cannot promptly correct a compromise of its conditional access technology, its revenue and its ability to contract for video and audio services provided by programmers could be materially adversely affected. In addition, Hughes expenses could increase if DIRECTV attempts to implement additional measures to combat signal theft.

A Substantial Portion of DIRECTV s Subscribers Are Acquired Through Third-party Sales Agents. Although DIRECTV obtains some of its subscribers through direct sales and local or regional retailers, a substantial portion of its subscribers are obtained by national retailers acting as its sales agents. DIRECTV s agreements with these national retailers generally extend through 2004 and contain various renewal and termination provisions. In addition, certain of these retailers market DIRECTV services on an exclusive basis. If DIRECTV is unable to maintain its exclusivity or renew these agreements on favorable terms, or these agreements are terminated prior to the expiration of their original term by the other parties, there can be no assurance that DIRECTV would be able to obtain new sales agents. An inadequate distribution network would have a material adverse affect on Hughes business.

The Success of Hughes SPACEWAY® Project is Uncertain. Hughes Network Systems is in the process of completing the development of the SPACEWAY® service, a next-generation satellite-based broadband communications platform that is expected to provide customers with high-speed, two-way data communications on a more cost-efficient basis than certain competitive systems that are currently available. As of March 31, 2003, approximately $1.4 billion of the estimated total $1.8 billion investment had been spent on the SPACEWAY system, which will consist of up to three in-orbit satellites being built by Boeing Satellite Systems, Inc. and ground systems provided by Hughes Network Systems. As part of its broadband strategy, Hughes Network Systems presently expects to launch the SPACEWAY service in North American in 2004. There can be no assurance that the system will be launched as presently scheduled or that the SPACEWAY project will be successful.

The Chapter 11 Bankruptcy Proceeding of DIRECTV Latin America, LLC May Adversely Affect Hughes Financial Condition. On March 18, 2003, DIRECTV Latin America, LLC, a subsidiary of Hughes (which we sometimes refer to as DTVLA), filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code. As of March 31, 2003, DTVLA had an aggregate of approximately $1.4 billion of unsecured debt obligations owed to Hughes. In addition, Hughes has agreed to provide DTVLA debtor-in-possession financing in an amount of up to $300 million, on terms approved by the bankruptcy court on June 3, 2003. DTVLA has not yet proposed a plan of reorganization, which plan would include its proposal for treatment of the debt owed to Hughes. It is likely that any such plan would propose that all or substantially all of DTVLA s debt be converted into equity in connection with a successful reorganization.

The Chapter 11 proceeding is at a preliminary stage and it is uncertain when or if DTVLA will successfully reorganize while under Chapter 11 bankruptcy protection. If DTVLA is able to emerge from Chapter 11, there can be no assurance that it will be profitable following such emergence. The existing bankruptcy proceeding may adversely affect DTVLA s ability to negotiate favorable terms from programmers and others and to attract and retain subscribers. The failure of DTVLA to obtain such favorable terms or attract and retain subscribers could adversely affect Hughes financial condition and results of operations.

Additionally, there can be no assurance that DTVLA will not be liquidated in the Chapter 11 proceeding or that the Chapter 11 bankruptcy proceeding will not be converted into a Chapter 7 liquidation proceeding. If DTVLA is liquidated, it is unlikely that Hughes would recover in full the amount of indebtedness owed to it by DTVLA, or that Hughes would receive any distribution with respect to its equity interest in DTVLA. As a result, the liquidation could adversely affect Hughes financial condition.

Hughes has guaranteed some commercial obligations of DTVLA. These guarantees are contingent upon the occurrence of a number of a factors, including Hughes no longer controlling more than 50% of the voting equity of DTVLA. It is uncertain what effect, if any, the Chapter 11 proceeding or any subsequent bankruptcy proceeding of DTVLA will have on these guarantees. Creditors of DTVLA may also attempt to assert claims against Hughes because of Hughes position as, among other things, the holder of the largest equity position in DTVLA. There can be no assurance as to the outcome of any such claims.

The Potential Purchase Price Adjustment Related to the Sale of Hughes Satellite Manufacturing Operations to Boeing Could Result in a Material Payment. In connection with the sale by Hughes of its satellite manufacturing business to Boeing, the terms of the purchase agreement provide for a potential adjustment to the purchase price based upon the final closing date financial statements of those businesses. Based upon the final closing date financial statements of the satellite systems manufacturing businesses that were prepared by Hughes, Hughes has acknowledged that it owes to Boeing approximately $164 million, plus interest, as a result of the adjustment mechanism. However, Boeing has submitted additional proposed adjustments, which are being resolved through arbitration. As of March 31, 2003, approximately $670 million of proposed adjustments remain unresolved. Hughes is contesting the matter, and both Hughes and Boeing are pursuing the arbitration process, which will result in a binding decision unless the matter is otherwise settled. Although Hughes believes it has adequately provided for the disposition of this matter, the impact of its disposition cannot be determined at this time. It is possible that the final resolution of this matter could result in Hughes making a cash payment to Boeing that could materially adversely affect Hughes cash flow.

Hughes Expects That it Will Experience a Net Loss In 2003 and Hughes Cannot Be Certain That it Will Achieve or Sustain Profitability. Hughes and its subsidiaries have sustained significant losses and have significant amounts of debt. If Hughes and its subsidiaries do not have sufficient income or other sources of cash, it could eventually affect their ability to service debt and pay other obligations. Improvements in Hughes results of operations will depend largely upon its ability to increase its customer base, improve average monthly revenue per subscriber, manage its costs and control churn. There can be no assurance that Hughes will be effective with regard to these matters. Hughes currently anticipates that it will experience a net loss in 2003, and could continue to experience net losses for years subsequent to 2003 for the reasons described above and elsewhere in this document.

Hughes is Subject to Other Risks Related to its International Operations. Approximately 15.5% of Hughes revenues in 2002 were generated outside the United States. These international operations subject Hughes to many risks inherent in international business activities, including:

- limitations and disruptions resulting from the imposition of government controls;
- difficulty meeting export license requirements;
- economic or political instability;
- trade restrictions;
- changes in tariffs;
- currency fluctuations;
- greater difficulty in safeguarding intellectual property; and
- difficulties in managing overseas subsidiaries and international operations.

These risks could have a material adverse affect on Hughes business.

The Manufacturers of the Products Necessary to Receive DIRECTV Services May Not Be Able to Produce the Necessary Volume of Such Products. Most of the receivers for DIRECTV services are produced by four manufacturers. The contracts with those manufacturers do not obligate them to manufacture any specified volume of receivers. If any of these manufacturers is unable for any reason to produce receivers in a quantity sufficient to meet market demand, and suitable alternative sources cannot be found, DIRECTV s ability to add subscribers could be impaired and that would adversely affect Hughes revenue and financial condition.

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Hughes Business Relies on Intellectual Property, Some of Which is Owned by Third Parties, and Hughes May Inadvertently Infringe Patents and Proprietary Rights of Others. Many entities, including some of Hughes competitors, have or may in the future obtain patents and other intellectual property rights that cover or affect products or services related to those that Hughes currently offers or may offer in the future. In general, if a court determines that one or more of Hughes services or the products used to transmit or receive its services infringes on intellectual property held by others, Hughes and the applicable manufacturers or vendors may be required to cease developing or marketing those services and products, to obtain licenses from the owners of the intellectual property or to redesign those services and products in such a way as to avoid infringing the intellectual property rights. If a competitor holds intellectual property rights, it may not allow Hughes or the applicable manufacturers to use its intellectual property at any price, which could adversely affect Hughes competitive position.

There can be no assurance that Hughes is aware of all intellectual property rights that its services or the products used to transmit or receive its services may potentially infringe. In addition, patent applications in the United States are confidential until the Patent and Trademark Office issues a patent. Therefore, Hughes cannot evaluate the extent to which its services or the products used to transmit or receive its services may infringe claims contained in pending patent applications. Further, without lengthy litigation, it is often not possible to determine definitively whether a claim of infringement is valid.

Hughes cannot estimate the extent to which it may be required in the future to obtain intellectual property licenses or the availability and cost of any such licenses. Those costs, and their impact on Hughes earnings, could be material. Damages in patent infringement cases may also include treble damages in certain circumstances. To the extent that Hughes is required to pay royalties to third parties to whom it is not currently making payments, these increased costs of doing business could negatively affect Hughes liquidity and operating results. Hughes is currently being sued in patent infringement actions related to use of technologies in its digital broadcast satellite business. There can be no assurance that the courts will conclude that Hughes services or the products used to transmit or receive its services do not infringe on the rights of third parties, that Hughes or the manufacturers would be able to obtain licenses from these persons on commercially reasonable terms or, if Hughes was unable to obtain such licenses, that Hughes or the manufacturers would be able to redesign its services or the products used to transmit or receive its services to avoid infringement.

Construction Delays on Satellites Could Materially Adversely Affect Hughes Revenues and Earnings. The construction and launch of satellites are often subject to delays, including delays in the construction of satellites and launch vehicles, periodic unavailability of reliable launch opportunities, possible delays in obtaining regulatory approvals and launch failures, as discussed below. A significant delay in the future delivery of any satellite would materially adversely affect the marketing plan for, or use of, the satellite and thus could materially adversely affect Hughes anticipated revenues and earnings, as well as Hughes plans to replace an existing satellite prior to the end of its useful life. If satellite construction schedules are not met, there can be no assurance that a launch opportunity will be available at the time a satellite is ready to be launched. Certain delays in satellite construction could also jeopardize satellite authorizations that are conditioned on timely construction and launch of the satellite.

Hughes Satellites Are Subject to Risks Relating to Launch. Satellite launches are subject to significant risks, including launch failure, incorrect orbital placement or improper commercial operation. Of the 42 satellites launched by Hughes for its commercial use since 1983, four have resulted in launch failures. Certain launch vehicles that Hughes may use have experienced launch failures in the past. Launch failures result in significant delays in the deployment of satellites because of the need both to construct replacement satellites, which can take up to 24 months, and obtain other launch opportunities. Any significant delays in deploying its satellites could materially adversely affect Hughes ability to generate revenues. Additionally, although Hughes has secured launch insurance on all of its launches to date, if it were unable to obtain launch insurance on future launches at commercially reasonable rates and a launch failure were to occur, Hughes financial condition and results of operations could be materially adversely affected. Hughes plans to launch approximately six satellites in the next two years.

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The Cost of Obtaining Commercial Insurance Coverage on Certain of Hughes Satellites, or the Loss of a Satellite That is Not Insured, Could Materially Adversely Affect Hughes Earnings. Hughes uses in-orbit and launch insurance to mitigate the potential financial impact of satellite fleet in-orbit and launch failures unless the premium costs are considered non-economical relative to the risk of satellite failure. When insurance is obtained, it generally covers the book value of covered satellites. Although the insurance generally does not compensate for business interruption or loss of future revenues or customers, Hughes relies on in-orbit spare satellites and excess transponder capacity at key orbital slots to mitigate the impact of satellite failure on its ability to provide service. The price, terms and availability of insurance fluctuate significantly. In-orbit and launch policies on satellites may not continue to be available on commercially reasonable terms or at all. In addition to higher premiums, insurance policies may provide for higher deductibles, shorter coverage periods and satellite health-related policy exclusions.

Any launch vehicle failure, or loss or destruction of any of Hughes satellites for which it does not have commercial insurance coverage could have a material adverse effect on Hughes financial condition and results of operations, Hughes ability to comply with FCC regulatory obligations and Hughes ability to fund the acquisition of replacement satellites.

Hughes Satellites Are Subject to Significant Operational Risks. Satellites are subject to significant operational risks while in orbit. These risks include malfunctions, commonly referred to as anomalies, that have occurred in Hughes satellites and the satellites of other operators as a result of various factors, such as satellite manufacturing errors, problems with the power systems or control systems of the satellites and general failures resulting from operating satellites in the harsh space environment. Hughes works closely with its satellite manufacturers to determine and eliminate the cause of anomalies in new satellites and provide for redundancies of critical components in the satellites as well as having back-up satellite capacity. However, there can be no assurance that Hughes will not experience anomalies in the future, whether of the types described above or arising from the failure of other systems or components, nor can there be any assurance that Hughes backup satellite capacity will be sufficient for its business purposes.

On four of Hughes existing satellites, a signal control processor has switched off and is disabled. All four satellites are currently operating normally under control of the spare signal control processor on each satellite. While the spare signal control processor is designed to operate for the life of its satellite, there can be no assurance that a similar or different failure will not occur, rendering the satellite unusable. Hughes has six other satellites in orbit with a similar design that are subject to possible failure of one or both of their signal control processors, and there can be no assurance that similar anomalies will not occur on those satellites.

Certain of the Boeing model 601 HP spacecraft have experienced various problems associated with the xenon ion propulsion system (XIPS), which is an electronic propulsion system that maintains the spacecraft s proper in-orbit position. Hughes operates nine satellites of this type. Certain of the XIPS problems have resulted in the shortening of the useful life of the related satellites, and/or the need to utilize an onboard redundant fuel system to allow continued use of the satellite. It is possible that other problems with the XIPS could cause further degradation of those satellites. Other Hughes satellites have experienced significant power system failures or other problems that have affected the ability of the satellites to function on a continuous basis, thus restricting their capabilities.

Any single anomaly or series of anomalies could materially adversely affect Hughes operations and revenues and its relationships with current customers, as well as its ability to attract new customers for its satellite services. In particular, future anomalies may result in the loss of individual transponders on a satellite, a group of transponders on that satellite or the entire satellite, depending on the nature of the anomaly. Anomalies may also reduce the expected useful life of a satellite, thereby creating additional expenses due to the need to provide replacement or back-up satellites and potentially reducing revenues if service is interrupted. Finally, the occurrence of anomalies may materially adversely affect Hughes ability to insure its satellites at commercially reasonable premiums, if at all. While some anomalies are currently covered by existing insurance policies, others are not now covered or may not be covered in the future. The initial cost of each of Hughes satellites, which includes costs of construction, launch and insurance, ranges from $175 million to $350 million, depending upon the design. Most of the satellites that Hughes uses cost in the range of $200 million to $250 million. Typically, these satellites have from 24 to 72 transponders on-board, and most of Hughes satellites have from 30 to 48 transponders.

Meteoroid events pose a threat to all in-orbit satellites, including Hughes satellites. The probability that meteoroids will damage Hughes satellites increases significantly when the Earth passes through the particulate stream left behind by various comets. Occasionally, increased solar activity poses a potential threat to all in-orbit satellites.

Some decommissioned spacecraft are in uncontrolled orbits that pass through the geostationary belt at various points and present hazards to operational spacecraft, including Hughes satellites. To avoid collisions, Hughes may be required to perform maneuvers that may prove unsuccessful or could reduce the useful life of the satellite due to the unplanned use of fuel to perform these maneuvers. As is common in the industry, Hughes in-orbit insurance, if any, will not cover damage to satellites that occurs as a result of collisions with meteoroids, decommissioned spacecraft or other space debris. The loss, damage or destruction of any of Hughes satellites as a result of an electrostatic storm, collision with space debris, malfunction or other event could have a material adverse effect on its business.

Hughes Satellites Could Fail Earlier Than Their Expected Useful Lives. Hughes ability to earn revenue depends on the usefulness of its satellites. Each satellite has a limited useful life. A number of factors affect the useful life of a satellite, including, among other things:

- the design;
- the quality of its construction;
- the durability of its component parts;
- the ability to continue to maintain proper orbit and control over the satellite s functions; and
- the remaining on-board fuel following orbit insertion.

Generally, the minimum design life of the satellites in Hughes fleet is 12 years. Hughes can provide no assurance, however, as to the actual useful lives of the satellites. Its operating results could be adversely affected if the useful life of any of its satellites were significantly shorter than 12 years. Additionally, moving any of Hughes satellites in the future, either temporarily or permanently, could decrease the useful life of the satellite.

In the event of a failure or loss of any of Hughes satellites, Hughes may relocate another satellite and use it as a replacement for the failed or lost satellite. In the event of a complete satellite failure, Hughes services provided via that satellite could be unavailable for several days while its backup in-orbit satellites are repositioned and services are moved. The use of backup satellite capacity for its programming may require Hughes to discontinue some programming services due to reduced channel capacity. Any relocation of Hughes satellites would require prior FCC approval and, among other things, a showing to the FCC that the replacement satellite would not cause additional interference compared to the failed or lost satellite. Hughes cannot be certain that such FCC approval could be obtained.

Hughes Ability to Maintain Leading Technological Capabilities is Uncertain. Hughes operating results depend to a significant extent upon its ability to continue to introduce new services and encourage the development of new products for the receipt of its services on a timely basis, and to reduce costs of its existing services and the associated products. There can be no assurance that Hughes will continue to successfully identify new services or product opportunities or develop and market these opportunities in a timely or cost-effective manner. The success of new services or product development depends on many factors, including proper identification of customer needs, cost, timely completion and introduction, differentiation from offerings of competitors and market acceptance.

Technology in the multi-channel video programming distribution industry changes rapidly as new technologies are developed, which could cause Hughes services and products that deliver its services to become obsolete. There can be no assurance that Hughes and its suppliers will be able to keep pace with technological developments. If the new technologies on which Hughes intends to focus its investments fail to achieve acceptance in the marketplace, Hughes could suffer a material adverse effect on its future competitive position, which could cause a reduction in its revenues and earnings. For example, Hughes competitors could be the first to obtain proprietary technologies that are perceived by the market as being superior. Further, after incurring substantial costs, one or more of the technologies under development by Hughes or any of its strategic partners could become obsolete prior to its introduction.

When fully developed, new technologies could have a material adverse effect on the demand for DIRECTV services. Other terrestrial wireless video and data distribution services have been authorized at the FCC. In addition, entities such as regional telephone companies, which are likely to have greater resources than Hughes, are implementing and supporting digital video compression over existing telephone lines. While these entities are not currently providing digital wireless cable, many have the capabilities for such services. As a result, DIRECTV may not be able to compete successfully with existing competitors or new entrants in the market for multi-channel video programming distribution services.

Other companies in the United States have conditional permits or have leased transponders for digital broadcast satellite assignments that can be used to provide service to portions of the United States. Also, C-band satellite providers and other low and medium power satellite operators continue to compete in the market for multi-channel video programming distribution services, particularly in rural areas. In addition, the FCC has proposed allocating additional spectrum for digital broadcast satellite services, which could create additional competition in the market for multi-channel video programming distribution services.

Regulatory Matters Affecting Hughes

Domestic and Foreign Regulations May Materially Adversely Affect Hughes and PanAmSat s Businesses. Hughes and PanAmSat are subject to the regulatory authority of the United States government, the national authorities of the countries in which they operate and, to a certain extent, state and local authorities. Depending on the circumstances, noncompliance with legislation or regulations promulgated by these entities could result in the suspension or revocation of authorizations, licenses or registrations, the termination or loss of contracts or the imposition of contractual damages, civil fines or criminal penalties, which could materially adversely affect their businesses.

In addition, Hughes and PanAmSat s businesses could be materially adversely affected by the adoption of new laws, policies and regulations or changes to existing regulations. In particular, there can be no assurance that either company will succeed in obtaining all requisite regulatory approvals for its respective operations without the imposition of restrictions on its respective businesses, which could have the effect of imposing additional costs on Hughes or PanAmSat, as applicable, or of limiting Hughes and PanAmSat s revenues.

In particular, certain of Hughes and PanAmSat s business activities are substantially regulated in the United States by the FCC. The FCC generally regulates, among other things, the ownership of media, including ownership by non-U.S. citizens and the concentration of media interests, the operation of broadcast stations, broadcast programming, access to certain cable programming, the construction, launch and operation of satellites, the use of frequencies by satellites at specific orbital locations and the provision of satellite services. FCC rules and regulations are subject to change in response to industry developments, new technology and political considerations.

The Ability to Maintain FCC Licenses and Other Regulatory Approvals is Critical to Hughes and PanAmSat s Businesses. If Hughes or PanAmSat do not obtain all requisite U.S. and foreign regulatory approvals for the construction, launch and operation of any of their existing or future satellites for the use of frequencies at the orbital locations planned for these satellites or for the provision of service, or the licenses obtained impose operational restrictions on Hughes or PanAmSat, the respective company s ability to generate revenue and profits could be materially adversely affected. In addition, under certain circumstances, existing licenses are subject to revocation or modification and renewal of licenses that have an expiration date may not be granted. If existing licenses are not renewed, or are revoked or materially modified, Hughes or PanAmSat s, as the case may be, ability to generate revenue could be materially adversely affected.

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In certain cases, satellite system operators are obligated by governmental regulation and procedures of the International Telecommunication Union to coordinate the operation of their systems with other users of the radio spectrum in order to avoid causing interference to those other users. Coordination may require a satellite system operator to reduce power, avoid operating on certain frequencies, relocate its satellite to another orbital location and/or otherwise modify planned or existing operations. There can be no assurance that Hughes or PanAmSat will be able to successfully coordinate their respective satellites to the extent they are required to do so, and any modifications they make in the course of coordination, or any inability to successfully coordinate, may materially adversely affect their ability to generate revenue.

Other regulatory risks include, among others:

- the relocation of satellites to different orbital locations if the FCC determines that relocation is in the public interest;
- the denial by the FCC of an application to replace an existing satellite with a new satellite or to operate a satellite beyond the term of its current authorization;
- the loss of authorizations to operate spacecraft on certain frequencies at certain locations if Hughes or PanAmSat, as the case may be, does not construct, launch and operate spacecraft into those locations by certain dates; and
- authorization by governments, including the United States government, of the use of frequencies by satellite or terrestrial facilities that have the potential to interfere with communication to or from Hughes or PanAmSat spacecraft, which could interfere with Hughes or PanAmSat s contractual obligations or services to customers or other business operations.

All of Hughes and PanAmSat s FCC satellite authorizations are subject to conditions imposed by the FCC in addition to the FCC s general authority to modify, cancel or revoke those authorizations. Use of FCC licenses and conditional authorizations are often subject to conditions, including technical requirements and implementation deadlines. Failure to comply with such requirements, or comply in a timely manner, could lead to the loss of authorizations and could have a material adverse effect on the ability of Hughes or PanAmSat to generate revenue. For example, loss of an authorization could potentially reduce the amount of programming and other services available to DIRECTV or PanAmSat subscribers or other customers. The materiality of such a loss of authorizations would vary based upon, among other things, the orbital location at which the frequencies may be used.

In addition, many of Hughes and PanAmSat s authorizations and pending applications will be subject to petitions and oppositions filed by several companies, and there can be no assurance that Hughes or PanAmSat s authorizations will not be cancelled, revoked or modified or that their applications will not be denied. Moreover, the FCC recently adopted new rules for licensing satellites that may limit Hughes and PanAmSat s ability to file applications and secure licenses in the future.

Congress has continued to shape the scope of the FCC s regulatory authority and enact legislation that impacts Hughes and PanAmSat s businesses. In addition, FCC proceedings to implement legislation and enact additional regulations are ongoing. The outcomes of these legislative or regulatory proceedings or their effect on Hughes and PanAmSat s businesses cannot be predicted.

Hughes and PanAmSat May Not Be Able to Obtain or Retain Certain Foreign Regulatory Approvals. There can be no assurance that any current regulatory approvals held by Hughes or PanAmSat are, or will remain, sufficient in the view of foreign regulatory authorities, or that any additional necessary approvals will be granted on a timely basis or at all, in all jurisdictions in which Hughes or PanAmSat, as applicable, wishes to operate, or that applicable restrictions in those jurisdictions will not be unduly burdensome. The failure to obtain the authorizations necessary to operate satellites or provide satellite service internationally could have a material adverse effect on Hughes and PanAmSat s ability to generate revenue and its respective overall competitive position.

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Risks Relating to Hughes Common Stock

Hughes Does Not Expect to Pay Dividends on Hughes Common Stock in the Foreseeable Future. The Hughes board of directors will determine whether to pay dividends on the Hughes common stock after the transactions primarily based upon its financial condition, results of operations and business requirements. Other than the $275 million special cash dividend to be paid to GM in the transactions, Hughes does not currently anticipate paying dividends on the Hughes common stock for the foreseeable future.

The Trading Prices of Hughes Common Stock May be Volatile. The price at which Hughes common stock trades may be volatile and may fluctuate substantially due to, among other things:

competition and changes in the subscription television industry;

regulatory changes;

launch and satellite failures;

operating results below expectations;

Hughes strategic investments and acquisitions; and

other factors.

In addition, price and volume fluctuations in the stock market may affect market prices for Hughes common stock for reasons unrelated to Hughes operating performance. Hughes businesses depend upon a number of factors related to the level of consumer spending, including the general state of the economy and the willingness of consumers to spend on discretionary items. Competitive pressures arising from any significant or prolonged economic downturn could have a material adverse impact on Hughes financial condition and results of operations. If that were to occur, it could adversely affect the trading prices of the Hughes common stock.

Future Resales of Hughes Common Stock Could Materially Adversely Affect the Market Prices of Hughes Common Stock and Hughes Ability to Raise Capital in the Future. Following completion of the transactions, News Corporation s subsidiary Fox Entertainment and certain GM employee benefit plans will be the owners of significant amounts of Hughes common stock. Sales or other monetizations of substantial amounts of Hughes common stock, or even the possibility that such sales or monetizations could occur, could materially adversely affect the market prices of Hughes common stock. Significant sales could also materially adversely affect Hughes ability to raise capital in the future. While the shares issued in the transactions and registered with the SEC pursuant to the registration statement of which this document is a part are generally freely tradable without restriction under the Securities Act of 1933 by persons other than affiliates, as such term is defined under the Securities Act, of Hughes, certain GM employee benefit plans will have the right to require Hughes to register their shares under the Securities Act. See Shares Eligible For Future Sale Hughes Common Stock.

Risk Factors Relating to News Corporation After the Transactions

A Decline in Advertising Expenditures Could Cause News Corporation s Revenues and Operating Results to Decline Significantly in any Given Period or in Specific Markets. News Corporation derives substantial revenues from the sale of advertising on its television stations, broadcast and cable networks and direct-to-home television services and in its newspapers and inserts. Expenditures by advertisers tend to be cyclical, reflecting overall economic conditions as well as budgeting and buying patterns. A decline in the economic prospects of advertisers or the economy in general could alter current or prospective advertisers spending priorities. This could cause News Corporation s revenues and operating results to decline significantly in any given period or in specific markets.

Acceptance of News Corporation s Film and Television Programming by the Public is Difficult to Predict, Which Could Lead to Fluctuations in Revenues. Feature film and television production and distribution are speculative businesses since the revenues derived from the production and distribution of a feature film or television series depend primarily upon its acceptance by the public, which is difficult to predict. The

commercial success of a feature film or television series also depends upon the quality and acceptance of other competing films and television series released into the marketplace at or near the same time, the availability of alternative forms of entertainment and leisure time activities, general economic conditions and other tangible and intangible factors, all of which can change and cannot be predicted with certainty. Further, the theatrical success of a feature film and the audience ratings for a television series are generally key factors in generating revenues from other distribution channels, such as home video and premium pay television with respect to feature films and syndication with respect to television series.

Changes in U.S. or Foreign Communications Laws and Other Regulations May Have an Adverse Effect on News Corporation s Business. In general, the television broadcasting and cable industries in the United States are highly regulated by federal laws and regulations issued and administered by various federal agencies, including the FCC. The FCC generally regulates, among other things, the ownership of media, including ownership by non-U.S. citizens, broadcast programming and technical operations. Further, the United States Congress and the FCC currently have under consideration, and may in the future adopt, new laws, regulations and policies regarding a wide variety of matters, including technological changes, which could, directly or indirectly, affect the operations and ownership of News Corporation s U.S. broadcast properties. Similarly, changes in regulations imposed by governments in other jurisdictions in which News Corporation, or entities in which News Corporation has an interest, operate could adversely affect News Corporation s business and results of operations.

News Corporation is Controlled by One Principal Shareholder. Approximately 30% of the ordinary shares of News Corporation are owned by (1) K. Rupert Murdoch, (2) Cruden Investments Pty. Limited, a private Australian investment company owned by Mr. Murdoch, members of his family and various corporations and trusts, the beneficiaries of which include Mr. Murdoch, members of his family and certain charities, and (3) corporations controlled by trustees of settlements and trusts set up for the benefit of the Murdoch family, certain charities and other persons. By virtue of the shares of News Corporation owned by such persons and entities, and Mr. Murdoch s positions as Chairman and Chief Executive of News Corporation, Mr. Murdoch may be deemed to control the operations of News Corporation.

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THE TRANSACTIONS

The following section highlights certain important matters that you should review and consider carefully in connection with your review and consideration of the transactions. This section provides a description of the transactions, including:

- *the Hughes split-off;*
- *the GM/News stock sale; and*
- *the News stock acquisition.*

In addition, because the transactions involve significant changes to GM s capital structure, including the elimination of GM Class H common stock, we also describe in this section other important matters relating to the development of the transactions, including:

- *GM s reasons for the transactions;*
- *alternative transactions involving Hughes that have been considered by GM and Hughes in connection with developing the transactions;*
- *background information relating to the development by GM and Hughes of the transactions;*
- *the recommendations of the GM board of directors, the GM capital stock committee and the Hughes board of directors;*
- *certain advantages and disadvantages of the transactions to GM common stockholders; and*
- *the fairness opinions provided by the GM financial advisors and the Hughes financial advisors.*

The discussion of these matters is generally set forth at GM Background and Considerations below.

Finally, this section addresses other important matters relating to the transactions, including:

- *regulatory requirements relating to the transactions;*
- *the lack of appraisal rights for GM common stockholders and, immediately after the Hughes split-off share exchange, Hughes common stockholders in connection with the transactions;*
- *stockholder litigation relating to the transactions;*
- *accounting treatment of the transactions; and*
- *certain material tax consequences relating to the transactions.*

Description of the Transactions

Introduction

The proposed transactions described in this document principally consist of:

- the Hughes split-off, which will involve the distribution by GM of approximately 80.2% of the Hughes common stock to the GM Class H common stockholders in redemption of and in exchange for their shares of GM Class H common stock and the payment by Hughes to GM of a $275 million special cash dividend;
- the GM/News stock sale, which will involve the sale by GM of its retained economic interest of approximately 19.8% in Hughes to NPAL, a wholly owned subsidiary of News Corporation; and

the News stock acquisition, which will involve the acquisition by NPAL, a wholly owned subsidiary of News Corporation, of an additional approximately 14.2% of the outstanding Hughes common stock from the former GM Class H common stockholders who will receive such shares in the Hughes split-off share exchange. The News stock acquisition will be accomplished by merging GMH Merger Sub, an indirect wholly owned subsidiary of News Corporation, with and into Hughes.

One aspect of the proposed transactions requires the approval of GM common stockholders under applicable corporation law. Specifically, GM common stockholder approval is required for an amendment of the GM restated certificate of incorporation that will provide GM the ability to implement the Hughes split-off share exchange by redeeming the GM Class H common stock in exchange for shares of Hughes common stock. No approval of GM common stockholders is legally required in order to complete the other aspects of the transactions, including the GM/News stock sale or the merger that will implement the News stock acquisition. GM, as the sole stockholder of Hughes, has already approved the merger and adopted the merger agreement. In addition, NPAL, as the sole stockholder of GMH Merger Sub, has approved the merger and adopted the merger agreement. Also, Hughes and News Corporation have unanimously approved the transactions, and the GM board of directors approved the transactions by unanimous vote of all those directors present at the applicable GM board meeting.

Even though GM common stockholder approval of certain aspects of the transactions is not legally required, GM is submitting the Hughes split-off (including the $275 million special cash dividend from Hughes to GM), the GM/News stock sale and the News stock acquisition to GM common stockholders for ratification. GM is also submitting the new Hughes certificate of incorporation (including the excess stock provision) to GM common stockholders for ratification. As further described elsewhere in this document, GM believes that ratification by GM s common stockholders of the matters relating to the transactions should extinguish any claim by such stockholders (other than for waste, fraud or similar egregious conduct or based on lack of proper disclosure) against GM and its directors based on the transactions, including a claim alleging unfairness of the transactions to either or both classes of GM common stockholders or alleging any deficiency in the process of developing the terms of the transactions or the GM board of directors consideration or approval of the transactions. For more information regarding the proposals being submitted to GM common stockholders for their approval, see GM Background and Considerations Requisite GM Common Stockholder Approval of the Transactions.

By approving these proposals, GM $1 2/3 par value common stockholders and GM Class H common stockholders will be approving a transaction that will not result in shares of GM Class H common stock being exchanged for shares of GM $1 2/3 par value common stock at a 120% exchange rate, as currently provided for under certain circumstances pursuant to the GM restated certificate of incorporation. In addition, GM common stockholders will be approving and consenting to an asset transfer consisting of the $275 million special cash dividend from Hughes to GM without a further distribution of a portion of that dividend from GM to the GM Class H common stockholders in accordance with their tracking stock interest in Hughes, as currently provided for under certain circumstances pursuant to a policy statement of the GM board of directors. GM s receipt of the $275 million special cash dividend distribution from Hughes will not affect GM s retained economic interest in Hughes. You should understand, however, that the transactions described in this document will not result in either the recapitalization of GM Class H common stock into GM $1 2/3 par value common stock at the 120% exchange rate or the distribution of any portion of the $275 million special cash dividend to the holders of GM Class H common stock. Notwithstanding these matters, the GM board of directors has unanimously approved the transactions and recommends that the GM common stockholders vote to approve the transactions.

As used in this document, the term transactions means the Hughes split-off, the GM/News stock sale and the News stock acquisition, as well as various other transactions that are related to the Hughes split-off, the GM/News stock sale and the News stock acquisition. These transactions are described in greater detail below.

In order to help you better understand the proposed transactions and how they will impact GM, Hughes and News Corporation, you should review the charts set forth at Summary Structure of the Transactions. These charts illustrate the ownership structure of these companies before and after the transactions.

We are working diligently to complete the transactions as soon as reasonably possible. However, the obligations of the companies to complete the transactions are subject to a number of conditions that must be satisfied or waived before the transactions can be completed. Assuming that these conditions are satisfied within the time frame we currently anticipate, we expect to complete the transactions in late 2003 or early 2004.

One important condition to the companies obligations to complete the GM/News stock sale is that GM, Hughes and News Corporation must be prepared to complete the Hughes split-off simultaneously with the GM/News stock sale. In addition, unless the companies are prepared to complete the News stock acquisition immediately after the completion of the Hughes split-off and the GM/News stock sale, the transactions will not occur. Other important conditions include, among others:

- the receipt of the requisite GM common stockholder approval of each of the five proposals relating to the transactions;
- the expiration or termination of the waiting periods applicable to the transactions under the Hart-Scott-Rodino Act and any similar law of foreign jurisdictions;
- the absence of any effective injunction or order that prevents the completion of the transactions;
- the receipt of FCC approval for the transfer of licenses and other authorizations in connection with the transactions;
- the receipt of all other approvals of, or the making of all other filings with, governmental authorities required to complete the transactions, other than approvals and filings, the absence of which, in the aggregate, would not reasonably be expected to have a material adverse effect on Hughes;
- the receipt and continued effectiveness of a ruling from the IRS to the effect that the Hughes split-off share exchange will be tax-free to GM and its stockholders for U.S. federal income tax purposes;
- the approval for listing on the NYSE of the Hughes common stock that will be issued in the transactions;
- the approval for listing on the NYSE of any News Corporation Preferred ADSs that may be issued in the transactions;
- the accuracy, in all material respects, of each company s representations and warranties contained in the stock purchase agreement, as applicable, as of the completion of the transactions;
- the performance, in all material respects, of each company s obligations under the stock purchase agreement and the merger agreement; and
- the absence of a continuing material adverse effect on Hughes.

For more information about these conditions, see Description of Principal Transaction Agreements Stock Purchase Agreement Conditions, and Merger Agreement Closing Condition.

Background Regarding GM s Retained Economic Interest in Hughes

The transactions involve, among other things, the sale by GM of all of its retained economic interest in Hughes to NPAL, a wholly owned subsidiary of News Corporation. In order to understand and evaluate the transactions, it is important for you to understand GM s retained economic interest in Hughes, GM s current dual-class common stock capital structure and the methodology for allocating the earnings of Hughes for earnings per share and for dividend purposes under the terms of GM s restated certificate of incorporation. These matters are described briefly below.

Currently, GM has two classes of common stock:

- GM $1 2/3 par value common stock; and
- GM Class H common stock.

GM Class H common stock is a tracking stock of GM designed to provide holders with financial returns based on the financial performance of Hughes. The earnings per share and the amounts available for

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the payment of dividends on the GM Class H common stock are determined by a fraction set forth in GM s restated certificate of incorporation. This fraction reflects the portion of Hughes earnings that is allocated to the amount available for dividends on the GM Class H common stock. We sometimes refer to this fraction as the GM Class H fraction. The numerator and denominator of the GM Class H fraction are determined as follows:

the numerator of the GM Class H fraction is the weighted average number of shares of GM Class H common stock that is outstanding during the applicable period; and

the denominator of the GM Class H fraction is the number of notional shares of GM Class H common stock that, if outstanding, would result in 100% of the earnings of Hughes being allocated to the GM Class H common stock. We sometimes refer to the denominator of the GM Class H fraction as the GM Class H dividend base.

For the calculation of Hughes earnings used to compute the amount available for dividends on the GM Class H common stock, see Selected Historical and Pro Forma Financial Data Hughes Selected Historical Financial Data.

The remaining portion of Hughes earnings is allocated to earnings per share and the amount available for dividends on the other class of GM common stock, the GM $1 2/3 par value common stock. We sometimes refer to the percentage representing this remaining portion of Hughes earnings as representing GM s retained economic interest in Hughes. GM s retained economic interest in Hughes can also be described by reference to the difference between the numerator and the denominator of the GM Class H fraction, which can be thought of in terms of a number of notional shares representing GM s retained economic interest in Hughes. For more information about GM s current dual-class common stock capital structure, the GM Class H common stock and the relevant provisions of the GM restated certificate of incorporation, see GM Capital Stock GM s Dual-Class Common Stock Capital Structure Dividends.

In accordance with the GM restated certificate of incorporation, the GM board of directors may adjust the GM Class H fraction to reflect:

subdivisions and combinations of the GM Class H common stock and stock dividends payable in shares of GM Class H common stock to holders of GM Class H common stock;

the fair market value of contributions of cash or property by GM to Hughes, or of cash or property of GM to or for the benefit of Hughes employees for employee benefit plans or arrangements of GM, Hughes or other GM subsidiaries;

the contribution by GM of shares of GM capital stock to or for the benefit of Hughes employees for benefit plans or arrangements of GM, Hughes or other GM subsidiaries;

payments by Hughes to GM of amounts applied to the repurchase by GM of shares of GM Class H common stock, so long as the GM board of directors has approved the repurchase and GM applied the payment to the repurchase; and

the repurchase by Hughes of shares of GM Class H common stock that are no longer outstanding, so long as the GM board of directors approved the repurchase.

GM s retained economic interest in Hughes is subject to adjustment from time to time in accordance with the GM restated certificate of incorporation. In general, GM s retained economic interest in Hughes is subject to reduction as the result of the exercise of stock options in respect of GM Class H common stock and is subject to increase as a result of repurchases by GM of shares of GM Class H common stock. You should understand that, as a result of the operation of these provisions of the GM restated certificate of incorporation, the size of GM s retained economic interest in Hughes may change from time to time between now and the time of the completion of the transactions and, accordingly, may differ from the 19.8% amount calculated as of the date of this document. However, notwithstanding any changes in the size of GM s retained economic interest in Hughes, News Corporation will indirectly own exactly 34% of the outstanding Hughes common stock upon completion of the transactions. This is because the merger agreement provides that News

Corporation will acquire in the News stock acquisition an amount of Hughes common stock that will result in its ownership upon the completion of the transactions equaling exactly 34%. This means that if GM s retained economic interest in Hughes decreases between now and the time of the completion of the transactions, the number of shares of Hughes common stock that will be exchanged in the merger described below at The Transactions Description of the Transactions The News Stock Acquisition will increase from the amounts used in the illustrative calculations set forth in this document. Similarly, if GM s retained economic interest in Hughes increases during such period, the number of shares of Hughes common stock that will be exchanged in the merger will decrease from the amounts used in the illustrative calculations set forth in this document.

GM s receipt of the $275 million special cash dividend from Hughes will not have any effect on GM s retained economic interest in Hughes.

For more information about GM s current dual-class common stock capital structure, the GM Class H common stock and the relevant provisions of the GM restated certificate of incorporation, see GM Capital Stock GM s Dual-Class Common Stock Capital Structure Dividends.

Liquidity and Value to be Provided to GM

The transactions are designed to provide significant liquidity and value to GM in respect of GM s approximately 19.8% retained economic interest in Hughes. GM is anticipated to receive this liquidity and value from:

- the $275 million special cash dividend from Hughes as part of the Hughes split-off; and

- approximately $3.07 billion in cash and approximately $0.77 billion in News Corporation Preferred ADSs and/or cash, subject to adjustment based on a collar mechanism that depends upon the trading price of News Corporation Preferred ADSs during a specified period of time prior to the completion of the transactions, as described below at The GM/News Stock Sale and Description of Principal Transaction Agreements Stock Purchase Agreement, for the sale of its approximately 19.8% retained economic interest in Hughes to a wholly owned subsidiary of News Corporation pursuant to the GM/News stock sale.

Based on certain assumptions described below, as a result of its receipt of the $275 million special cash dividend from Hughes and the approximately $3.84 billion of proceeds from the GM/News stock sale, GM expects to receive value of approximately $15.00 per notional share for its retained economic interest in Hughes pursuant to the transactions. The $275 million special cash dividend from Hughes to GM (which is approximately $1.00 per notional share) will provide additional liquidity to GM in the context of the transactions and is designed to compensate GM for the value enhancement to GM Class H common stockholders arising from the exchange of asset-based stock of Hughes (in the form of Hughes common stock) for the GM Class H common stock, a tracking stock of GM, on a one-share-for-one-share basis pursuant to the Hughes split-off share exchange. After the completion of the transactions, the amount of liquidity and value that GM would receive with respect to any News Corporation Preferred ADSs that it holds would generally depend upon, among other things, the market price of News Corporation Preferred ADSs at the time of GM s disposition of any such shares.

In addition, you should understand that GM currently expects to incur up to approximately $100 million of fees and expenses in connection with the transactions, including financial advisory, legal and accounting fees. Of this amount, up to approximately $48 million is expected to constitute investment advisor fees (not including expenses) and the payment of between $17 million to $45 million of these financial advisor fees is contingent upon the completion of the transactions. GM has already paid approximately $3 million of these investment advisor fees and expenses in connection with the proposed transactions involving Hughes and EchoStar, which were terminated in December 2002. For more information about the fees payable by GM to its financial advisors, see GM Background and Considerations Fairness Opinions of GM s Financial Advisors Merrill Lynch Fairness Opinion and Bear Stearns Fairness Opinion.

The Hughes Split-Off

There are two principal elements of the Hughes split-off: the payment of the Hughes $275 million special cash dividend and the Hughes split-off share exchange. In preparation for the Hughes split-off share exchange, GM and Hughes will take appropriate actions to adjust the number of shares of Hughes capital stock held by GM so that, immediately prior to the Hughes split-off share exchange, GM will hold a number of shares of Hughes common stock that is exactly equal to the numerator of the GM Class H fraction and a number of shares of Hughes Class B common stock that is exactly equal to the difference between the numerator and the denominator of the Class H fraction. As a result, GM s approximately 19.8% retained economic interest in Hughes will be represented by all of the outstanding Hughes Class B common stock and the remaining approximately 80.2% economic interest in Hughes held by the former GM Class H common stockholders will be represented by all of the outstanding Hughes common stock.

As part of the Hughes split-off, Hughes will declare and pay to GM a $275 million special cash dividend. The special cash dividend is intended to provide GM consideration for the value enhancement to GM Class H common stockholders arising from the exchange of the GM Class H common stock, a tracking stock, for asset-based Hughes common stock.

After the payment of the $275 million special cash dividend to GM, and simultaneously with the GM/News stock sale, GM will implement the Hughes split-off share exchange by distributing one share of Hughes common stock to the holders of GM Class H common stock in exchange for and in redemption of each outstanding share of GM Class H common stock. GM will distribute a number of shares of Hughes common stock to GM Class H common stockholders equal to the number of outstanding shares of GM Class H common stock and the numerator of the GM Class H fraction as of immediately prior to the Hughes split-off share exchange. As part of the Hughes split-off share exchange, all of the formerly outstanding shares of GM Class H common stock will be cancelled, and no shares of GM Class H common stock will be outstanding after the Hughes split-off share exchange. See GM Capital Stock GM s Dual-Class Common Stock Capital Structure Redemption, for a more complete description of the mechanics of the redemption.

GM does not currently have the ability to exchange shares of Hughes common stock in redemption of shares of GM Class H common stock. One principal effect of the amendment to the GM restated certificate of incorporation as described below at Amendments to the GM Restated Certificate of Incorporation, for which the approval of GM $1 2/3 par value common stockholders and GM Class H common stockholders is being sought pursuant to proposal 1 of GM s consent solicitation, is to enable the GM board of directors to make this exchange on the terms described in this document. For more information about this proposed amendment to GM s restated certificate of incorporation, see Amendments to the GM Restated Certificate of Incorporation and GM Capital Stock GM s Dual-Class Common Stock Capital Structure Redemption.

Immediately following the completion of the Hughes split-off and the GM/News stock sale, the News stock acquisition will occur by means of the merger as described at The News Stock Acquisition and Description of Principal Transaction Agreements Merger Agreement below.

No 120% Recapitalization of GM Class H Common Stock into GM $1 2/3 Par Value Common Stock. If GM common stockholders approve the proposals relating to the transactions, the completion of the Hughes split-off share exchange will not result in a recapitalization of the GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate, as currently provided for under certain circumstances pursuant to provisions of the GM restated certificate of incorporation. As part of the transactions, the GM restated certificate of incorporation will be amended to expressly provide that this provision will not apply to the Hughes split-off share exchange. By approving the proposals relating to the transactions, GM $1 2/3 par value common stockholders and GM Class H common stockholders will be waiving any application of the recapitalization provision to the Hughes split-off share exchange. For more information, see GM Capital Stock GM s Dual-Class Common Stock Capital Structure Recapitalization and Certain Other Transactions. As described in greater detail below at GM Background and Considerations Alternatives to the Transactions Considered by GM and Hughes, GM determined that, in the context of the proposed separation of Hughes from GM, a recapitalization of the GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate would not be in the best interests of GM and its common stockholders, and, accordingly, GM structured the transactions so as not to result in such a recapitalization.

No Pro Rata Distribution of the Hughes Special Dividend Distribution. If GM common stockholders approve the proposals relating to the transactions, GM will retain the entire $275 million special cash dividend distributed to it by Hughes as part of the Hughes split-off, and GM will not distribute any portion of that special dividend to the holders of GM Class H common stock. Therefore, the GM Class H common stockholders will not receive their pro rata share of the Hughes special dividend distribution in accordance with their economic interest in the financial performance of Hughes that is currently provided for under certain circumstances pursuant to the GM board policy statement regarding certain capital stock matters. By approving the proposals relating to the transactions being submitted to GM common stockholders pursuant to this document, GM common stockholders will be approving and consenting to an asset transfer consisting of the Hughes special dividend distribution to GM, as contemplated by the terms of the GM board policy statement. For more information, see GM Capital Stock GM Board of Directors Policy Statement.

For more information regarding the Hughes split-off, including the redemption of the GM Class H common stock as contemplated by the terms of the stock purchase agreement, see Description of Principal Transaction Agreements Stock Purchase Agreement The Hughes Split-Off.

The GM/News Stock Sale

Overview. Immediately prior to the Hughes split-off, based on certain assumptions described below at Certain Assumptions, GM will own a number of shares of Hughes Class B common stock representing GM s approximately 19.8% retained economic interest in Hughes. Simultaneously with the Hughes split-off, GM will sell all of its shares of Hughes Class B common stock to NPAL, a wholly owned subsidiary of News Corporation, pursuant to the GM/News stock sale.

News Corporation will pay GM a fixed price of $14.00 per share for 80% of the shares of Hughes Class B common stock (which we sometimes refer to as the fixed price shares). Based on certain assumptions described below at Certain Assumptions the aggregate amount of this payment will be approximately $3.07 billion.

For the other 20% of the Hughes Class B common stock (which we sometimes refer to as the variable price shares), News Corporation may elect to pay in the form of News Corporation Preferred ADSs, cash or in a combination of News Corporation Preferred ADSs and cash. For each variable price share purchased with News Corporation Preferred ADSs, News Corporation will deliver a number of News Corporation Preferred ADSs equal to an exchange ratio that will be determined as described below at Determination of Exchange Ratio.

Determination of Exchange Ratio. The exchange ratio, which determines the amount of News Corporation Preferred ADSs that GM will receive for the variable price shares acquired by NPAL in the GM/News stock sale, will depend on the average of the volume weighted average prices per share of News Corporation Preferred ADSs over the 20 consecutive trading days ending on and including the fifth business day prior to the completion of the transactions. We sometimes refer to this per share average as the average closing price of News Corporation Preferred ADSs.

The method for determining the exchange ratio will vary depending on whether the average closing price of News Corporation Preferred ADSs falls within or outside a collar range of $17.92 to $26.88. This collar, which was negotiated by the parties, represents a range of prices 20% above and below the $22.40 closing price of News Corporation Preferred ADSs on April 4, 2003, the fifth day prior to the execution of the transaction agreements and announcement of the transactions. Based on certain assumptions described below at Certain Assumptions, the collar mechanism is designed to provide that:

at average closing prices of News Corporation Preferred ADSs within the collar range, GM will receive $14.00 worth of News Corporation Preferred ADSs for each variable price share;

at average closing prices of News Corporation Preferred ADSs above $26.88, the high end of the collar range, GM will receive more than $14.00 worth of News Corporation Preferred ADSs for each variable price; and

at average closing prices of News Corporation Preferred ADSs below $17.92, the low end of the collar range, GM will receive less than $14.00 worth of News Corporation Preferred ADSs for each variable price share, subject in certain cases to a minimum value of approximately $11.00.

The same collar mechanism will apply to the News stock acquisition and will determine the value that the former GM Class H common stockholders will receive in the News stock acquisition for the shares of Hughes common stock that will be exchanged shares.

The collar mechanism works by adjusting the exchange ratio, as follows:

Within the Collar. If the average closing price of News Corporation Preferred ADSs is within the collar, the exchange ratio will be determined by dividing $14.00 by the average closing price of News Corporation Preferred ADSs, which results in a minimum exchange ratio of 0.52083 ($14.00 divided by $26.88) and a maximum exchange ratio of 0.78125 ($14.00 divided by $17.92). As a result, if the average closing price of News Corporation Preferred ADSs stays within the collar and assuming that the value of each News Corporation Preferred ADS at the closing of the transactions is equal to the average closing price of News Corporation Preferred ADSs, GM will receive $14.00 worth of News Corporation Preferred ADSs for each variable price share acquired by NPAL for News Corporation Preferred ADSs.

Above the Collar. If the average closing price of News Corporation Preferred ADSs is above the collar, the exchange ratio will stay the same as it would be at the high end of the collar, or 0.52083 ($14.00 divided by $26.88). Because the exchange ratio will stay the same, and assuming that the value of each News Corporation Preferred ADS at the closing of the transactions is equal to the average closing price of News Corporation Preferred ADSs, GM will receive News Corporation Preferred ADSs with a higher financial value because each News Corporation Preferred ADS will be worth more than $26.88. For example, if the average closing price of News Corporation Preferred ADSs is $30.00, then GM will receive 0.52083 News Corporation Preferred ADSs per variable price share, which will have a value of approximately $15.62.

Below the Collar. If the average closing price of News Corporation Preferred ADSs is below the collar, the exchange ratio will stay the same as it would be at the low end of the collar, or 0.78125 ($14.00 divided by $17.92), subject to the minimum price provision described below. Because the exchange ratio will stay the same, and assuming that the value of each News Corporation Preferred ADS at the closing of the transactions is equal to the average closing price of News Corporation Preferred ADSs, GM will receive News Corporation Preferred ADSs with a lower financial value because each News Corporation Preferred ADS will be worth less than $17.92. For example, if the average closing price of News Corporation Preferred ADSs is $15.00, then GM will receive 0.78125 ADSs per variable price share, which will have a value of approximately $11.72.

Top-Off Election. As described in greater detail below at Description of Principal Transaction Agreements Stock Purchase Agreement Termination, if at any time prior to the completion of the transactions the average of the volume weighted average prices per share of News Corporation Preferred ADSs over any 20 consecutive trading day period is below $14.08, GM will, subject to the provisions described in the next sentence, have the right to terminate the transactions. If GM exercises this right, News Corporation will have seven business days in which it may elect to avoid the termination by agreeing that the exchange ratio will be fixed in a manner designed to provide a minimum value of $11.00 for each variable price share. If News Corporation makes this election and the average closing price of News Corporation Preferred ADSs at the completion of the transactions is below $17.92, the exchange ratio will be the greater of (1) 0.78125 and (2) $11.00 divided by the average closing price per share of News Corporation Preferred ADSs. As a result, if News Corporation makes this election to avoid a termination of the stock purchase agreement, GM will not receive less than $11.00 of News Corporation Preferred ADSs for each variable price share acquired by NPAL for News Corporation Preferred ADSs.

You should understand, however, that there can be no assurance either that GM will exercise its right to terminate the transactions as a result of the average of the volume weighted average price per share of News Corporation Preferred ADSs over any twenty consecutive trading day period falling below $14.08, or, if GM does exercise its right to terminate the transactions under such circumstances, that News Corporation will elect to top-off rather than allow the transactions to terminate and pay to GM a $150 million termination fee. Any such determination by GM whether or not to terminate the transactions and any such determination by News Corporation whether or not to elect to top-off rather than allow the transactions to terminate will be made by the applicable company in its sole discretion based on the facts and circumstances existing at that time. **Finally, you should understand that a determination by GM not to exercise its termination right under such circumstances could result in GM receiving less than $11.00 worth of News Corporation Preferred ADSs for each variable price share acquired by NPAL for News Corporation Preferred ADSs.**

Optional Cash Payment for Variable Price Shares. News Corporation will have the right to pay cash instead of News Corporation Preferred ADSs for some or all of the variable price shares acquired from GM in the GM/News stock sale. If News Corporation elects to pay cash for some or all of the variable price shares, it must in all cases pay at least $14.00 per share. If the average closing price of News Corporation Preferred ADSs is greater than the high end of the collar described above and News Corporation elects to pay cash for the variable price shares, it must pay the greater value that GM would have received if News Corporation had paid with News Corporation Preferred ADSs as described above. Thus, if the average closing price of News Corporation Preferred ADSs is greater than $26.88 and News Corporation elects to pay cash for the variable price shares, it must pay an amount per share equal to (1) the average closing price of News Corporation Preferred ADSs multiplied by (2) 0.52083. This amount would be greater than $14.00 per variable price share.

Announcement of Exchange Ratio and Related Matters. We plan to issue a press release before 9:00 a.m., Eastern time, on the second trading day before the transactions are anticipated to close, stating the number of variable price shares that will be paid for with News Corporation Preferred ADSs and with cash and announcing the average closing price per share of News Corporation Preferred ADSs and the exchange ratio. The exchange ratio as so announced will also be used to determine the number of News Corporation Preferred ADSs payable to former GM Class H common stockholders pursuant to the merger that will give effect to the News stock acquisition. This is discussed further at The News Stock Acquisition.

For a table setting forth illustrative calculations of the aggregate value of the cash GM will receive with respect to its fixed price shares and the News Corporation Preferred ADSs and/or cash GM will receive with respect to its variable price shares in the GM/News stock sale, see Summary Description of the Transactions Examples of Value Received by GM and Former GM Class H Common Stockholders.

The News Stock Acquisition

Overview. Upon completion of the Hughes split-off and the GM/News stock sale (but immediately prior to the News stock acquisition), based on certain assumptions described below at Certain Assumptions, News Corporation will indirectly own approximately 19.8% of the outstanding equity in Hughes and the former GM Class H common stockholders will own approximately 80.2% of the outstanding equity in Hughes. Immediately after the Hughes split-off and the GM/News stock sale, in the News stock acquisition, News Corporation, through its NPAL subsidiary, will then increase its ownership in Hughes to 34% by acquiring an additional approximately 14.2% of outstanding Hughes common stock from the former GM Class H common stockholders. News Corporation will acquire these additional shares by merging GMH Merger Sub, a wholly owned subsidiary of NPAL, with and into Hughes. Hughes will be the surviving corporation in the merger.

As a result of the operation of various provisions of the GM restated certificate of incorporation, the size of GM s retained economic interest in Hughes may change from time to time between now and the time of the completion of the transactions and, accordingly, may differ from the 19.8% amount calculated as of the date of this document. However, notwithstanding any changes in the size of GM s retained economic interest in Hughes, News Corporation will own indirectly exactly 34% of the outstanding Hughes common stock upon completion of the transactions. This is because the merger agreement provides that News Corporation will acquire in the News stock acquisition an amount of Hughes common stock that results in its ownership upon the completion of the transactions equaling exactly 34%. This means that if GM s retained economic interest in Hughes decreases between now and the time of the completion of the transactions, the number of shares of Hughes common stock that will be exchanged in the merger will increase from the amounts used in the illustrative calculations set forth in this document. Similarly, if GM s retained economic interest in Hughes increases during such period, the number of shares of Hughes common stock that will be exchanged in the merger will decrease from the amounts used in the illustrative calculations set forth in this document. It is not currently expected that GM s retained economic interest will be adjusted in any material respect between now and the completion of the transactions.

Based on certain assumptions described below, the former holders of GM Class H common stock will retain in the merger approximately 82.3% of the outstanding Hughes common stock they received in the Hughes split-off share exchange. In other words, each former GM Class H common stockholders will retain approximately 0.82343 of a share of Hughes common stock after the transactions for each share of GM Class H common stock held before the transactions. For the other approximately 17.7% of their Hughes common stock (which we sometimes refer to as the exchanged shares), the former GM Class H common stockholders will receive, at News Corporation s election, News Corporation Preferred ADSs, cash or a combination of News Corporation Preferred ADSs and cash. The proportions of the exchanged shares that News Corporation will acquire for News Corporation Preferred ADSs and/or cash will be the same as the proportions of variable price shares that News Corporation will acquire from GM for News Corporation Preferred ADSs and/or cash in the GM/News stock sale, as described above at The GM/News Stock Sale Overview. For each exchanged share that it purchases with News Corporation Preferred ADSs, News Corporation must deliver a number of News Corporation Preferred ADSs equal to an exchange ratio that will be determined as described below at Determination of Exchange Ratio. For each exchanged share that it purchases with cash, News Corporation must pay the price described below at Optional Cash Payment for Exchanged Shares.

Determination of Exchange Ratio. The exchange ratio that determines the amount of News Corporation Preferred ADSs that the former GM Class H common stockholders will receive for exchanged shares acquired by NPAL for News Corporation Preferred ADSs will be the same as the exchange ratio that determines the amount of News Corporation Preferred ADSs that GM receives for variable price shares acquired by NPAL for News Corporation Preferred ADSs. The exchange ratio will depend on the average closing price of News Corporation Preferred ADSs as described above at The GM/News Stock Sale Determination of Exchange Ratio.

The method for determining the exchange ratio will be based on the average closing price of News Corporation Preferred ADSs and will vary depending upon whether such average price falls within or outside a collar range of $17.92 to $26.88. This collar, which was negotiated by the parties, represents a range of prices 20% above and below the $22.40 closing price of News Corporation Preferred ADSs on April 4, 2003, the fifth day prior to the execution of the transaction agreements and the announcement of the transactions. Based on certain assumptions described below at Certain Assumptions, the collar mechanism is designed to provide that:

- at average closing prices of News Corporation Preferred ADSs within the collar range, the former GM Class H common stockholders will receive $14.00 worth of News Corporation Preferred ADSs for each exchanged share;

- at average closing prices of News Corporation Preferred ADSs above $26.88, the high end of the collar, the former GM Class H common stockholders will receive more than $14.00 worth of News Corporation Preferred ADSs for each exchanged share; and

- at average closing prices of News Corporation Preferred ADSs below $17.92, the low end of the collar range, the former GM Class H common stockholders will receive less than $14.00 worth of News

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Corporation Preferred ADSs for each exchanged share, subject in certain cases to a minimum value of approximately $11.00.

The collar mechanism works by adjusting the exchange ratio, as follows:

Within the Collar. If the average closing price of News Corporation Preferred ADSs is within the collar, the exchange ratio will be determined by dividing $14.00 by the average closing price of News Corporation Preferred ADSs, which results in a minimum exchange ratio of 0.52083 ($14.00 divided by $26.88) and a maximum exchange ratio of 0.78125 ($14.00 divided by $17.92). As a result, if the average closing price of News Corporation Preferred ADSs stays within the collar and assuming that the value of each News Corporation Preferred ADS at the closing of the transactions is equal to the average closing price of News Corporation Preferred ADSs, the former GM Class H common stockholders will receive $14.00 worth of News Corporation Preferred ADSs for each exchanged share converted into News Corporation Preferred ADSs.

Above the Collar. If the average closing price of News Corporation Preferred ADSs is above the collar, the exchange ratio will stay the same as it would be at the high end of the collar, or 0.52083 ($14.00 divided by $26.88). Because the exchange ratio will stay the same, and assuming that the value of each News Corporation Preferred ADS at the closing of the transactions is equal to the average closing price of News Corporation Preferred ADSs, the former GM Class H common stockholders will in this circumstance receive News Corporation Preferred ADSs with a higher financial value because each News Corporation Preferred ADS will be worth more than $26.88. Thus, the former GM Class H common stockholders will realize greater value for each exchanged share converted into News Corporation Preferred ADSs. For example, if the average closing price of News Corporation Preferred ADSs is $30.00, then the former GM Class H common stockholders will receive 0.52083 ADSs per exchanged share, which will have a value of approximately $15.62.

Below the Collar. If the average closing price of News Corporation Preferred ADSs is below the collar, the exchange ratio will stay the same as it would be at the low end of the collar, or 0.78125 ($14.00 divided by $17.92), subject to the minimum price provision described below. Because the exchange ratio will stay the same, and assuming that the value of each News Corporation Preferred ADS at the closing of the transactions is equal to the average closing price of News Corporation Preferred ADSs, the former GM Class H common stockholders will in this circumstance receive News Corporation Preferred ADSs with a lower financial value because each News Corporation Preferred ADS will be worth less than $17.92. Thus, the former GM Class H common stockholders will realize less value for each exchanged share converted into News Corporation Preferred ADSs. For example, if the average closing price of News Corporation Preferred ADSs is $15.00, then the former GM Class H common stockholders will receive 0.78125 ADSs per exchanged share, which will have a value of approximately $11.72.

The amount of News Corporation Preferred ADSs and/or cash to be received by the former GM Class H common stockholders is described above and throughout this document at times with reference to each whole share of Hughes common stock that News Corporation will acquire. News Corporation, however, will only acquire 0.17657 of each share of Hughes common stock from the former GM Class H stockholders. The former GM Class H common stockholders will retain the other 0.82343 of each share of Hughes common stock. In order to determine the amount of News Corporation Preferred ADSs and/or cash the GM Class H common stockholders will receive for the 0.17657 of each share of Hughes common stock, the amount News Corporation pays per whole share must be multiplied by 0.17657. For example, $14.00 worth of News Corporation Preferred ADSs for each whole exchanged share would result in the GM Class H common stockholders receiving $2.47 (calculated by multiplying $14.00 by 0.17657) for the 0.17657 of each share acquired by News Corporation.

Top-Off Election. As described in greater detail below at Description of Principal Transaction Agreements Stock Purchase Agreement Termination, if at any time prior to the completion of the transactions the average of the volume weighed average prices per share of News Corporation Preferred ADSs over any 20 consecutive trading day period is below $14.08, GM will, subject to the provisions described in the next sentence, have the right to terminate the transactions. If GM exercises this right, News Corporation will have seven business days in which it may elect to avoid the termination by agreeing that the exchange ratio will be fixed in a manner designed to provide a minimum value of $11.00 for each exchanged share. If News Corporation makes this election and the average closing price of News Corporation Preferred ADSs at the completion of the transactions is below $17.92, the exchange ratio will be the greater of (1) 0.78125 and (2) $11.00 divided by the average closing price per share of News Corporation Preferred ADSs. As a result, if News Corporation makes this election to avoid a termination of the stock purchase agreement, the former GM Class H common stockholders will not receive less than $11.00 of News Corporation Preferred ADSs for each exchanged share acquired by NPAL for News Corporation Preferred ADSs.

You should understand, however, that there can be no assurance either that GM will exercise its right to terminate the transactions as a result of the average of the volume weighted average price per share of News Corporation Preferred ADSs over any twenty consecutive trading day period falling below $14.08, or, if GM does exercise its right to terminate the transactions under such circumstances, that News Corporation will elect to top-off rather than allow the transactions to terminate and pay to GM a $150 million termination fee. Any such determination by GM whether or not to terminate the transactions and any such determination by News Corporation whether or not to elect to top-off rather than allow the transactions to terminate will be made by the applicable company in its sole discretion based on the facts and circumstances existing at that time. **Finally, you should understand that a determination by GM not to exercise its termination right under such circumstances could result in the former GM Class H common stockholders receiving less than $11.00 worth of News Corporation Preferred ADSs for each exchanged share converted into News Corporation Preferred ADSs.**

Optional Cash Payment for Exchanged Shares. As described above at The GM/News Stock Sale Optional Cash Payment for Variable Price Shares, News Corporation will have the right to pay cash instead of News Corporation Preferred ADSs for some or all of the variable price shares acquired from GM in the GM/News stock sale. If News Corporation elects to pay cash for some proportion of those shares in the GM/News stock sale, it will also acquire the same proportion of exchanged shares in the News stock acquisition for cash. Any cash payment will in all cases be at least $14.00 per share. If the average closing price of News Corporation Preferred ADSs is greater than the high end of the collar described above and News Corporation acquires the exchanged shares for cash, it must pay the greater value that the former GM Class H common stockholders would have received if News Corporation had paid with News Corporation Preferred ADSs as described above. Thus, if the average closing price of News Corporation Preferred ADSs is greater than $26.88 and News Corporation elects to acquire the exchanged shares for cash, it must pay an amount per share equal to (1) the average closing price of News Corporation Preferred ADSs multiplied by (2) 0.52083. This amount would be greater than $14.00 per exchanged share.

Announcement of Exchange Ratio and Related Matters. We plan to issue a press release before 9:00 a.m., Eastern time, on the second trading day before the transactions are anticipated to close, stating the proportion of exchanged shares that will be converted into News Corporation Preferred ADSs and cash and announcing the average closing price per share of News Corporation Preferred ADSs and the exchange ratio. The exchange ratio as so announced will be the same as the exchange ratio used to determine the number of News Corporation Preferred ADSs payable to GM pursuant to the GM/News stock sale. This is discussed further above at The GM/News Stock Sale.

For a table setting forth illustrative calculations of the value that former holders of GM Class H common stock will receive with respect to their exchanged shares in the News stock acquisition, see Summary Description of the Transactions Examples of Value Received by GM and Former GM Class H Common Stockholders.

Ownership of Hughes After the Transactions. Upon completion of the transactions:

- Hughes common stock will be the only outstanding capital stock of Hughes;
- the former GM Class H common stockholders will own 66% of the outstanding Hughes common stock; and

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News Corporation will indirectly own 34% of the outstanding Hughes common stock.

Related Transactions

NPAL has agreed that immediately after the completion of the transactions, it will transfer its entire 34% interest in Hughes to Fox Entertainment, a News Corporation subsidiary, in exchange for two promissory notes totaling $4.5 billion and approximately 74.2 million shares in Fox Entertainment valued at $27.99 per share. As a result of the transfer, News Corporation s indirect equity interest in Fox Entertainment will increase from approximately 80.6% to approximately 82.0% and its voting power will remain at approximately 97%. You should understand that when we refer in this document to News Corporation indirectly owning 34% of the outstanding Hughes common stock following the transactions, we are referring to its beneficial ownership through its Fox Entertainment subsidiary.

Other Separation-Related Arrangements

The Hughes split-off and the GM/News stock sale include other arrangements related to the separation of Hughes from GM. These arrangements include the following:

GM and Hughes have agreed to a new income tax allocation agreement. Among other things, the new income tax allocation agreement governs the allocation of certain U.S. income tax liabilities among the companies for taxable periods ending on or prior to the completion of the transactions.

GM and Hughes have agreed to certain matters pertaining to employee matters. GM has agreed to provide certain service and salary credits under certain GM retirement plans for certain former GM employees who transferred to Hughes or certain related companies, and Hughes has agreed to provide certain service and salary credits under certain Hughes retirement plans for certain former Hughes employees who transferred to GM or certain related companies. In addition, GM has agreed to permit active and retired Hughes employees to continue to participate in the GM vehicle purchase program for three years following the completion of the transactions.

Hughes and News Corporation have agreed to certain matters pertaining to employee compensation and benefit matters. Hughes has agreed to retain and maintain for specified periods of time following the completion of the transactions certain employee benefits and compensation plans for Hughes employees and certain others eligible to receive such benefits at the time of the completion of the transactions.

GM and Hughes have agreed to intellectual property arrangements concerning certain intellectual property and ongoing activities of the companies. Among other things, the intellectual property arrangements provide that before transferring its rights to certain Hughes XM bandwidth to any third party, Hughes will offer the Hughes bandwidth to GM on the same terms. Similarly, GM has agreed that before transferring its rights to certain OnStar XM bandwidth to a third party, it will offer the OnStar XM bandwidth to Hughes on the same terms.

For more information regarding the terms of these and other related arrangements, see Description of Principal Transaction Agreements Ancillary Separation Agreements.

Certain Assumptions. In order to illustrate the effect of the transactions, we have set forth throughout this document certain illustrative calculations of share ownership percentages, values to be provided and various other matters, including the following:

the type, amount and value of the consideration that GM will receive in the GM/News stock sale;

the type, amount and value of the consideration that the former GM Class H common stockholders will receive in the News stock acquisition;

the percentage of Hughes common stock that will be held by a subsidiary of News Corporation and the former GM Class H common stockholders upon the completion of the Hughes split-off and the GM/News stock sale (but immediately prior to the News stock acquisition);

the percentage of Hughes common stock that will be held by various GM employee benefit plans upon the completion of the transactions; and

the percentage of News Corporation that will be held by GM and the former GM Class H common stockholders upon the completion of the transactions.

You should understand that these calculations are for illustrative purposes only and the actual amounts will not be known until the time of the completion of the transactions. This is because these amounts will depend on various factors that will not be known until that time. These illustrative calculations are based on various assumptions, including the following:

News Corporation will elect to provide 100% News Corporation Preferred ADSs (and no cash) as consideration for both its purchase of the variable price shares from GM in the GM/News stock sale and as consideration for the exchanged shares to be acquired from the former GM Class H common stockholders in the News stock acquisition;

the numerator of the GM Class H fraction immediately prior to the completion of the transactions and calculated as of a point in time would be 1,107,811,723, which is the number of shares of GM Class H common stock outstanding as of May 30, 2003;

the denominator of the GM Class H fraction immediately prior to the completion of the transactions and calculated as of a point in time would be 1,382,131,330, which is the denominator as of May 30, 2003;

GM s retained economic interest in Hughes immediately prior to the completion of the transactions would be 19.8%, which is GM s retained economic interest in Hughes as of May 30, 2003;

there would be 3,220,400,400 Preferred Ordinary Shares of News Corporation (four of which underlie each News Corporation Preferred ADS), 2,097,411,050 Ordinary Shares of News Corporation (four of which underlie each News Corporation Ordinary ADS), 462,985,886 News Corporation Preferred ADSs and 87,557,441 News Corporation Ordinary ADSs outstanding immediately prior to the completion of the transactions, which are the amounts outstanding as of May 30, 2003; and

the value of each News Corporation Preferred ADS upon the completion of the transactions would be equal to the average of the volume weighted average prices per share of News Corporation Preferred ADSs over the 20 consecutive trading days ending on and including the fifth business day prior to the completion of the transactions and would be $25.51, which was the closing price of News Corporation Preferred ADSs on May 30, 2003.

Changes in the above-described assumptions and other factors could materially affect the share ownership percentages, values to be provided and various other matters set forth throughout this document for illustrative purposes. Such factors include, among other things:

whether and to what extent News Corporation elects to pay for the variable price shares from GM and the exchanged shares from the former GM Class H common stockholders with News Corporation Preferred ADSs and/or cash;

the exercise of stock options with respect to GM Class H common stock prior to completion of the transactions, which affects the calculation of the GM Class H fraction and thus the size of GM s retained economic interest in Hughes; and

the trading prices of News Corporation Preferred ADSs during the 20 consecutive days ending on and including the fifth business day prior to the completion of the transactions.

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Amendments to the GM Restated Certificate of Incorporation

In order to implement the Hughes split-off share exchange, GM will need to amend Article Fourth of the GM restated certificate of incorporation. In particular, in connection with the Hughes split-off share exchange, GM is proposing to amend Article Fourth of the GM restated certificate of incorporation to:

- provide GM with the ability to split off Hughes by exchanging one share of Hughes common stock for each outstanding share of GM Class H common stock. This would be accomplished by adding a redemption feature to the terms of the GM Class H common stock that will make the GM Class H common stock redeemable in exchange for shares of Hughes common stock on a one-share-for-one-share basis; and

- provide that the current provisions of the GM restated certificate of incorporation that provide for a recapitalization of GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate under certain circumstances will not be applicable to the Hughes split-off share exchange. This would be accomplished by adding a provision to expressly provide that the completion of the Hughes split-off share exchange as described in this document will not result in a recapitalization of the GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate.

Without this amendment to Article Fourth of the GM restated certificate of incorporation, the Hughes split-off share exchange cannot be completed as proposed. In its current form, the current provisions of Article Fourth of the GM restated certificate of incorporation do not permit the redemption of GM Class H common stock in exchange for shares of Hughes common stock.

Also, under the GM restated certificate of incorporation in its current form, the separation of Hughes from GM pursuant to the transactions would result in a recapitalization of GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate. The GM charter amendment, however, will expressly provide that the 120% recapitalization provision will not apply to the transactions. As described in greater detail below at GM Background and Considerations Alternatives to the Transactions Considered by GM and Hughes, GM determined that, in the context of the proposed separation of Hughes from GM, a recapitalization at the 120% exchange rate would not be in the best interests of GM and its common stockholders, and, accordingly, GM structured the transactions so as not to result in such a recapitalization.

Article Fourth of the GM restated certificate of incorporation, in the form proposed to be amended as described above, is included in Appendix A of this document. **We urge GM common stockholders to review carefully the form of this proposed amendment to Article Fourth before voting with respect to the proposals relating to the transactions.** Completion of the transactions is conditioned upon the requisite GM common stockholder approval of this proposed amendment to the GM restated certificate of incorporation (as well as the requisite GM common stockholder approval of each of the four related ratification matters).

GM is also proposing a further amendment to Article Fourth of the GM restated certificate of incorporation after the completion of the transactions in order to eliminate provisions relating to the GM Class H common stock that would no longer be necessary because the GM Class H common stock will no longer be outstanding after the transactions. This is a technical amendment to the GM restated certificate of incorporation, which is necessary in order to reflect the completion of the transactions and the elimination of the GM Class H common stock and GM s current dual-class common stock capital structure as a result of these transactions.

Article Fourth of the GM restated certificate of incorporation, in the form proposed to be further amended to eliminate certain provisions relating to the GM Class H common stock, is included in Appendix B of this document. **We urge GM common stockholders to review the form of this proposed amendment to Article Fourth carefully before voting with respect to this additional proposal. However, completion of the transactions is not conditioned upon the requisite GM common stockholder approval of this further proposed amendment to the GM restated certificate of incorporation.**

GM does not currently expect to amend its by-laws in connection with the transactions, except to the extent necessary or appropriate to reflect the completion of the transactions and the elimination of the GM Class H common stock.

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For more information regarding the terms of the Hughes split-off, the GM/News stock sale, the News stock acquisition and other related transactions, see Description of Principal Transaction Agreements.

Restrictions on Consideration of Competing Transactions and the Fiduciary Out Exception

Under the terms of the transaction agreements, GM and Hughes have agreed not to solicit any proposals from third parties with respect to any merger, consolidation or other business combination involving Hughes or any acquisition of any capital stock or material portion of the assets, subject to certain exceptions, of Hughes or its subsidiaries, any acquisition of any GM Class H common stock or any combination of the foregoing, each of which we sometimes refer to as a competing transaction. In addition, GM and Hughes have agreed not to participate in discussions with or furnish information to any third party with respect to any competing transaction, subject to a fiduciary out exception described below. We sometimes refer to these agreements together as the non-solicitation covenant. GM and Hughes believe that it was necessary and appropriate to enter into the non-solicitation covenant and related provisions in order to reach agreement with News Corporation on the terms of the transactions, particularly in light of the thorough process in which GM and Hughes had engaged of exploring and negotiating alternative transactions involving Hughes prior to entering into the transaction agreements.

The fiduciary out exception to the non-solicitation covenant applies until the receipt of the requisite GM common stockholder approval of the proposals relating to the transactions, which may occur a significant period of time before the transactions would be completed. Pursuant to this exception, GM and Hughes may, subject to certain conditions, participate in discussions with and furnish information to a third party (but not solicit proposals) with respect to a competing transaction. One of the conditions for such actions is that GM shall have received a bona fide, written proposal by a third party for a competing transaction that is on terms that the GM board of directors determines in good faith, after consultation with its financial advisors and counsel, would, if completed, result in a transaction that would be more favorable to GM and its stockholders than the transactions, taking into account such factors as the GM board of directors in good faith deems to be relevant, including the identity of the third party and all legal, financial, regulatory and other aspects of the proposal, such as the terms of any financing and the likelihood that the transaction would be completed, and the GM board of directors, after consultation with counsel, determines in good faith that it is required to do so in order to comply with its fiduciary duties. We sometimes refer to a proposal described in the preceding sentence as a superior proposal. For a more complete description of the non-solicitation covenant, see Description of Principal Transaction Agreements Stock Purchase Agreement Covenants No Solicitation of Competing Transactions Involving Hughes.

GM has the right to terminate the stock purchase agreement if GM proposes to enter into an agreement or arrangement with respect to a competing transaction that constitutes a superior proposal, after having complied with the provisions of the non-solicitation covenant, and only if GM concurrently pays a termination fee of $300 million to News Corporation. GM common stockholders should understand that, if they vote to approve the proposals recommended by the GM board of directors, that action will result in the termination of the fiduciary out, which would mean that GM would have no practical ability to enter into any agreement or arrangement with respect to a competing transaction without breaching the non-solicitation covenant. However, if GM common stockholders fail to approve the proposals recommended by the GM board of directors, the transactions could not be completed and GM common stockholders would not have the opportunity to participate in the benefits of the transactions as described in this document and, under certain circumstances in which GM or Hughes enters into or completes a competing transaction, News Corporation would be entitled to a $300 million termination fee. Further, you should understand that, whether or not the requisite stockholder approval is obtained, there can be no assurance that any proposal for a competing transaction would be available to GM and Hughes or, if available, would result in any agreement or arrangement for a competing transaction.

Accordingly, for all of the reasons described elsewhere in this document, the GM board of directors recommends that GM common stockholders vote to approve each of the proposals described in this document.

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GM Background and Considerations

GM s and Hughes Reasons for the Transactions

There are two principal purposes for the transactions from the perspective of GM and Hughes. One is that the separation of Hughes from GM and News Corporation s affiliation with Hughes are expected to better position Hughes to compete in the distribution of multi-channel video programming and, overall, in the telecommunications and media industries. The other is that the transactions are expected to provide significant value to GM and its common stockholders. The transactions offer a premium to GM for its retained economic interest in Hughes and to the GM Class H common stockholders for a portion of their economic interests in Hughes, as described in greater detail elsewhere in this document. They will also provide significant liquidity and value to GM from the proceeds GM will receive from the sale of its retained economic interest in Hughes to News Corporation and the special cash dividend GM will receive from Hughes.

As a result of the transactions, Hughes will become a publicly traded company that is no longer wholly owned by GM. Hughes believes that, as an independent public company after the transactions, it will have greater flexibility in accessing capital for operations and expansion, including through the use of its own publicly traded stock which can be used as currency for future strategic acquisitions or alliances. The transactions will also more closely align the investments of the GM Class H common stockholders with Hughes business prospects by providing those stockholders with an asset-based stock of Hughes in exchange for their GM tracking stock interest in the financial performance of Hughes. In addition, Hughes believes that its affiliation with News Corporation and its affiliates will benefit Hughes. News Corporation holds interests in a number of satellite direct-to-home television platforms outside the United States, which will allow it both to share with Hughes the benefits of its experience with diverse service offerings and business practices and to achieve economies of scope and scale in research and development and equipment procurement. News Corporation also owns and has interests in a number of entertainment and media businesses that are complementary to Hughes businesses. Moreover, News Corporation has demonstrated efficient decision-making, strategic vision, innovation and willingness to commit capital and take risks to achieve superior returns. Hughes believes that the addition of News Corporation representatives to the Hughes board of directors and management, as well as the strategic relationships that are expected to be associated with News Corporation s significant equity interest in Hughes after the transactions, should enhance Hughes ability to develop and deploy new services and technologies to expand its business and enhance its competitiveness in the markets in which it competes.

In addition to the strategic repositioning of the Hughes business as a result of the transactions, GM also considered the impact that continued ownership of Hughes by GM might have on GM s other businesses, including its core automotive and related businesses. While Hughes completed financings in February and March 2003 that Hughes expects to address its financing needs for the foreseeable future, changes in technology, products, services or the competitive landscape may affect Hughes capital needs in the future. Under continued GM ownership, additional indebtedness incurred to meet these capital needs could result in downward pressure on GM s credit ratings, which are an important element of GM s business operations. GM, including its wholly owned subsidiary, GMAC, is the world s largest non-governmental borrower. GM sells its vehicles through a dealer network, and GMAC typically provides the financing for dealers to acquire their inventory. In turn, when dealers sell automotive vehicles to retail customers, those sales are often financed through GMAC. As a result of this business model, GMAC is continuously engaged in debt financings in the capital markets, and often has $100 billion or more in debt outstanding. Even a slight decline in GM s overall credit ratings could have a negative impact on GMAC s ability to borrow on a cost-effective basis.

From GM s perspective, the transactions present an opportunity to meet its own liquidity objectives over the near term and support its credit rating. Pursuant to the GM/ News stock sale, based on certain assumptions described elsewhere in this document, GM will receive approximately $3.07 billion in cash and up to an additional approximately $0.77 billion in News Corporation Preferred ADSs and/or cash for the sale of its retained economic interest in Hughes to News Corporation. Also, as part of the transactions, GM will receive a $275 million special cash dividend from Hughes in connection with the Hughes split-off. For more information regarding what GM will receive in the transactions, see The Hughes Split-Off and The GM/News Stock Sale.

In addition, GM Class H common stockholders will receive, for a portion of the Hughes common stock they receive in the Hughes split-off share exchange, News Corporation Preferred ADSs or cash, or some combination of both. Upon completion of the transactions, based on certain assumptions described elsewhere in this document, GM Class H common stockholders will receive, in exchange for each share of GM Class H common stock held immediately prior to the transactions, approximately 0.82343 of a share of Hughes common stock and approximately $2.47 worth of News Corporation Preferred ADSs and/or cash, subject to adjustment based on the collar mechanism. For more information regarding what the GM Class H common stockholders will receive in the transactions, see The Hughes Split-Off and The News Stock Acquisition.

In addition to addressing GM s liquidity objectives, the completion of the transactions is expected to be beneficial to both GM and Hughes in connection with their allocation of management resources. In the context of an increasingly competitive environment, as well as the previous significant efforts of GM and Hughes to complete the proposed transaction with EchoStar Communications Corporation, both GM and Hughes have been required during the last several years to spend substantial amounts of board of directors, management and staff time and other resources to address the strategic challenges facing Hughes and its businesses. The transactions will allow GM to allocate resources currently devoted to those matters to GM s core automotive and other businesses and similarly will allow Hughes to refocus all of its resources on its businesses.

Alternatives to the Transactions Considered by GM and Hughes

Before determining to proceed with the transactions described in this document, GM and Hughes carefully considered various strategic alternatives with respect to Hughes over the course of the last several years. As described in greater detail below and at Development of the Transactions by GM and Hughes, these strategic alternatives were considered by GM and Hughes during two principal time periods. The range of strategic alternatives that were potentially available and considered by GM and Hughes with respect to Hughes during each period were somewhat different, based on, among other things, the status of consolidation within the telecommunications and media industries, the financial condition and prospects of Hughes (including the anticipated funding sources and uses for Hughes businesses) and the general competitive environment. Among other things, these factors affected those third parties that at various times had potential interest in a transaction involving Hughes and the relative desirability of various transaction structures to GM, Hughes and the third parties.

During the first time period, which began in mid-2000 and ended in late 2002, GM and Hughes considered various strategic alternatives and ultimately pursued a proposed separation of Hughes from GM and the subsequent combination of the businesses of Hughes and EchoStar by means of a merger. The second time period began in late 2002 following the termination of the proposed EchoStar transaction as a result of the failure to receive requisite regulatory approvals and ended with the approval in April 2003 by the GM and Hughes boards of directors of the transactions involving News Corporation. During the second time period, GM and Hughes considered various strategic alternatives and ultimately determined to pursue the transactions described in this document. In considering the various strategic alternatives during each of these periods, GM and Hughes focused on the effect of such alternatives on the holders of each class of GM common stock, the effect of such alternatives on both classes of GM s common stockholders, taken together, and the potential of such alternatives to maximize value for GM common stockholders, for the businesses of GM and Hughes and for their respective employees.

Period During Which GM and Hughes Pursued the Proposed EchoStar Transaction. Initially, pursuant to a process initiated in mid-2000 and terminating in December 2002, GM and Hughes considered a wide variety of alternative transactions involving Hughes, including, among others, transactions involving the merger or other combination of the business of Hughes with that of another industry participant following its separation from GM. During this period, Hughes was seeking to participate in the increasing industry consolidation then taking place. As discussed in greater detail below at Development of the Transactions by GM and Hughes the consideration by GM and Hughes of such an alternative transaction involving a merger of the Hughes business with that of another industry participant resulted in the execution of agreements among GM, Hughes and EchoStar in October 2001 that provided for the merger of the Hughes and EchoStar businesses following the separation of Hughes from GM. During late 2001 and throughout most of 2002, GM and Hughes pursued the implementation of this transaction with EchoStar. However, in December 2002, the proposed transaction with EchoStar was terminated by GM, Hughes and EchoStar for failure to receive requisite regulatory approvals.

In determining to pursue the EchoStar transaction, GM and Hughes considered the following principal alternatives to such a transaction:

- a separation of Hughes from GM to be followed by a pre-arranged combination of the business of Hughes with the business of News Corporation s Sky Global Networks subsidiary;

- continuation of the existing business strategy by retaining Hughes as a wholly owned subsidiary of GM, while maintaining the GM Class H common stock as a tracking stock of GM reflecting the financial performance of Hughes;

- an initial public offering, spin-off or split-off of a portion or various portions of the Hughes business, such as its DIRECTV business, either with or without a pre-arranged business combination; and

- a separation of the Hughes business from GM in the absence of a pre-arranged strategic combination, together with a significant investment by a strategic investor or additional debt financing.

After careful consideration of each of these strategic alternatives, GM and Hughes determined that, as of the time of the approval of the proposed EchoStar transaction in October 2001, that transaction represented the best strategic alternative then available with respect to Hughes. The proposed transaction with EchoStar was expected to produce a strong competitor in the market with the ability to achieve significant business synergies from a combination of cost savings and revenue growth opportunities. Due to the failure to receive requisite regulatory approvals, this transaction was terminated by GM, Hughes and EchoStar in December 2002.

Period Following the Termination of the Proposed EchoStar Transaction. Following the termination of the proposed transaction with EchoStar in December 2002, GM and Hughes engaged in a further process of evaluating Hughes business strategy, the existing GM and Hughes ownership structure and possible alternative transactions involving Hughes. Although GM and Hughes continued to be interested in the possibility of a transaction involving the merger or other combination of the Hughes business with another party in the telecommunications or media industries, they ultimately determined that, as a result of further developments within these industries and other factors, as of such time no appropriate industry participants were available and willing and able to participate in such a transaction with Hughes. For example, as described in greater detail below at Development of the Transactions by GM and Hughes, News Corporation advised GM and Hughes in late December 2002 that it was not interested in pursuing a transaction structure in which its Sky Global Networks subsidiary would merge with Hughes following a separation of Hughes from GM. However, various other strategic alternatives were evaluated by GM and Hughes, as further described below.

As a result of this process, GM and Hughes determined that, in order to address the strategic challenges facing Hughes and its businesses, to facilitate its planned strategic growth initiatives and to preserve and enhance stockholder value for GM common stockholders of both classes, GM and Hughes should pursue a transaction which would separate Hughes from GM on a tax-free basis in connection with an investment in Hughes by a strategic investor having substantial experience in the industry and a strategic commitment to the Hughes businesses. Thus, in April 2003, the boards of directors of GM and Hughes each unanimously approved the transactions described in this document. The development of the proposed transactions that are the subject of this document is described in further detail at Development of the Transactions by GM and Hughes below.

In reaching its determination to approve the transactions described in this document, GM and Hughes considered the following principal alternatives to such a transaction:

- continuation of the existing business strategy by retaining Hughes as a wholly owned subsidiary of GM, while maintaining the GM Class H common stock as a tracking stock of GM reflecting the financial performance of Hughes;

- a separation of the Hughes business from GM in the absence of a significant investment by a strategic investor, including in connection with capital markets transactions and other transactions (such as contributions of stock to employee benefit plans) designed to significantly reduce or eliminate GM s retained economic interest in Hughes; and

- a sale of all or substantially all of Hughes (or one or more portions of the Hughes business) to another party, including in connection with a recapitalization of GM Class H common stock into GM $1 2/3 par value common stock at 120% exchange rate as provided under certain circumstances pursuant to the current provisions of the GM restated certificate of incorporation.

After careful consideration, GM and Hughes determined that retaining Hughes as a wholly owned subsidiary of GM would limit Hughes ability to achieve its strategic objectives and risk degrading its competitive position. In addition, it was recognized that maintaining Hughes as GM s wholly owned subsidiary could have adverse effects on GM s credit rating and financial position, which in turn would adversely affect reported earnings attributable to GM $1 2/3 par value common stock and the related earnings per share and its ability to finance its core automotive and related businesses, resulting in an adverse effect on GM common stockholders. Further, GM and Hughes anticipated that the market reaction to the announcement of maintaining Hughes current status as a wholly owned subsidiary of GM would be negative in view of the strategic challenges then facing Hughes and its businesses (such as, among other things, Hughes need to enhance its competitiveness in an increasingly competitive environment) and GM s liquidity objectives and desire to exit its investment in Hughes.

A separation of Hughes from GM in the absence of a strategic investment in Hughes would allow GM to focus its board of directors, management, staff time and other resources on GM s core automotive and related businesses. However, as part of the earlier process of evaluating various alternative transaction structures, GM and Hughes determined in 2000 and 2001 that a separation of Hughes from GM in the absence of a pre-arranged merger or other business combination or significant strategic investment in Hughes would be unlikely to provide the near term financial resources to permit Hughes to expand its business and provide GM with the liquidity it desired in respect of its retained economic interest in Hughes. Moreover, even after Hughes had successfully completed certain financings in early 2003, GM and Hughes determined that such a transaction would not provide Hughes the additional benefits associated with a separation of Hughes from GM in connection with a strategic investment by a third party having substantial industry experience and a strategic commitment to the Hughes businesses. Furthermore, even in the event that GM were able to achieve liquidity with respect to its retained economic interest in Hughes pursuant to capital markets or other transactions, such transactions would likely involve substantial costs that would reduce the value ultimately provided to GM for its retained economic interest in Hughes. GM and Hughes also considered a separation of Hughes from GM without an immediate disposition of GM s retained economic interest in Hughes, but such a transaction would not address GM s liquidity objectives.

GM and Hughes also gave careful consideration to a sale of 100% of Hughes to another party, including in connection with a recapitalization of GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate pursuant to the current provisions of the GM restated certificate of incorporation. However, it was determined that such a transaction would be taxable to GM. Preliminarily, as part of the earlier process of considering various alternative transaction structures, GM and Hughes had determined that certain strategic transactions involving Hughes could result in a level of corporate and stockholder tax so significant that it would make the transaction uneconomic in comparison with transactions structured to be accomplished on a tax-free basis. Nevertheless, because GM and Hughes had received during the period following the termination of the proposed transaction with EchoStar an expression of interest from a strategic investor with respect to the purchase of 100% of the stock of Hughes in a taxable transaction as described in greater detail at Development of the Transactions by GM and Hughes, GM and Hughes explored this alternative. GM and Hughes recognized that a purchase of 100% of Hughes at a premium sufficient to compensate GM and its stockholders appropriately for any tax costs associated with the transaction could provide value to GM, GM Class H common stockholders and GM $1 2/3 par value common stockholders that would compare favorably with certain tax-free (or largely tax-free) transaction structures then under consideration. Accordingly, GM and Hughes continued to evaluate taxable transaction structures, in addition to tax-free (or largely tax-free) transaction structures, until such time as the other party discontinued its interest in pursuing a purchase of 100% of Hughes. After careful evaluation of the tax costs associated with various transaction structures, GM and Hughes ultimately determined that, in the absence of a taxable transaction providing a sufficient premium, any potential strategic transactions involving Hughes should be structured to be tax-free for U.S. federal income tax purposes to GM and its stockholders to the largest extent possible. As further described below at Development of the Transactions by GM and Hughes, GM and Hughes further determined that no party was willing to enter into a transaction that would provide such a premium to GM and its stockholders. Although the receipt of News Corporation Preferred ADSs and/or cash by GM in the GM/News stock sale and the receipt of News Corporation Preferred ADSs and/or cash by the former GM Class H common stockholders in exchange for a portion of their Hughes common stock in the News stock acquisition will be taxable transactions, the Hughes split-off share exchange will generally be tax-free to GM and its stockholders, so that taken as a whole the transactions will be largely tax-free to GM and its stockholders. We note that GM has applied for a ruling from the IRS regarding the tax-free status of the split-off share exchange as part of the Hughes split-off and the receipt and continued effectiveness of that ruling is a condition to the completion of the transactions. For more information see Material Tax Consequences Relating to the Transactions Material U.S. Federal Income Tax Consequences below.

GM and Hughes also considered the effects of a potential transaction if it were structured in a manner that would result in a recapitalization of GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate, as currently provided under certain circumstances in accordance with the provisions of the GM restated certificate of incorporation. In particular, during the time that GM and Hughes were evaluating the sale of 100% of Hughes in a taxable transaction with the potential strategic investor referenced above, GM and Hughes considered the possibility of effecting a recapitalization of GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate, as currently provided under certain circumstances in accordance with the provisions of the GM restated certificate of incorporation, coupled with a sale by GM of 100% of Hughes to the potential purchaser. This would have enabled GM to retain the net proceeds from the sale of Hughes and use such proceeds for other GM corporate purposes. In the process of evaluating a transaction structure that would involve a recapitalization of GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate, GM and Hughes considered the substantial dilution that would likely reduce the value of the GM $1 2/3 par value common stock as well as the substantial change that would result in the form and nature of the investment of GM Class H common stockholders, who under such provisions would have their GM tracking stock investment in the Hughes business replaced with GM $1 2/3 par value common stock representing an investment in all of GM s operations. GM and Hughes took into account their belief that, generally speaking, GM Class H common stockholders own their stock because they seek to benefit from an investment based on the businesses of Hughes rather than an investment based on all of GM s businesses, and believed that the frustration of that investment objective caused by a recapitalization of GM Class H common stock into GM $1 2/3 par value common stock would likely result in substantial adverse trading activity that would exacerbate the anticipated adverse effect on the trading value of the stock to the detriment of both classes of investors. In light of these considerations as well as the significant benefits that the transactions are expected to provide to GM Class H common stockholders and GM $1 2/3 par value common stockholders, we note that the proposed amendment of the GM restated certificate of incorporation will, among other things, expressly provide that the transactions will not result in a recapitalization of GM Class H common stock into GM $1 2/3 par value common stock. For more information see Description of the Transactions The Hughes Split-Off No 120% Recapitalization of GM Class H Common Stock into GM $1 2/3 Par Value Common Stock and Description of the Transactions Amendments to the GM Restated Certificate of Incorporation.

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GM and Hughes also evaluated the possibility that one or more portions of the Hughes business might be divested in strategic transactions. If one or more of the Hughes business units were separated from GM, the remaining Hughes business could either be retained by GM or disposed of through a spin-off or split-off or similar transaction, an initial public offering or a sale to a strategic partner, or some combination of several of these transactions. After giving careful consideration to a variety of potential alternative transaction structures, both GM and Hughes realized that the separation of a portion of the Hughes business might be inconsistent with Hughes overall strategic objectives. If GM Class H common stock were to remain in existence as a tracking stock of GM and continue to reflect the financial performance of the retained Hughes business, this option could also give rise to complex issues relating to the valuation of the Hughes assets. Moreover, under any scenario involving the separation of a portion of the Hughes business, GM and Hughes expected that GM would receive less liquidity in respect of its retained economic interest in Hughes, and while the retained business could potentially represent a source of growth and value in the future, the financing needs of the retained business would likely exert unfavorable pressure on the financial position of GM in the near term.

After carefully considering each of the alternatives and considerations described above, GM and Hughes made the judgment that the transactions that are the subject of this document, taken as a whole, offered the best solution to the strategic challenges and business objectives of GM and Hughes as described above at GM s and Hughes Reasons for the Transactions.

Development of the Transactions by GM and Hughes

The proposed transactions arise from the longstanding desire of both GM and Hughes to address the strategic objectives of Hughes by enhancing the value of the Hughes businesses to GM and its stockholders while enabling GM to address its liquidity objectives with respect to its retained economic interest in Hughes. As described above, the process relating to the development of the transactions described in this document occurred during two periods: first, the period during which GM and Hughes pursued the proposed transaction with EchoStar; and second, the period following the termination of the proposed EchoStar transaction during which GM and Hughes evaluated numerous alternatives and decided to pursue the transactions with News Corporation that are the subject of this document.

Development of the Proposed EchoStar Transaction. From time to time, GM and Hughes have reviewed Hughes business strategy and the existing GM and Hughes ownership structure and engaged in discussions with industry participants about possible business combinations or other strategic transactions involving Hughes.

In particular, beginning in mid-2000, following the completion in June 2000 of the restructuring of GM s retained economic interest in Hughes pursuant to an exchange offer of newly issued shares of GM Class H common stock for then outstanding shares of GM $1 2/3 par value common stock and the contribution by GM of newly issued shares of GM Class H common stock to certain of its employee benefit plans, GM management and Hughes management and their respective financial, legal, tax, accounting and other advisors initiated an intensive assessment of the strategic objectives of Hughes and the financial, legal, tax, accounting and other issues relating to Hughes strategic position and alternatives. Consistent with this approach, Hughes completed the sale of its satellite manufacturing operations to Boeing in October 2000, thereby concentrating its business activities on the multi-channel video programming distribution marketplace and other telecommunications businesses.

In connection with this review, GM and Hughes engaged in a detailed analysis and comparison of the benefits of a strategic combination involving Hughes and another company in the telecommunications or media industries with significant distribution and/or content production capabilities to other strategic alternatives, including expanding the business of Hughes under continued GM ownership while addressing the financing needs of the Hughes businesses and of GM s other businesses and maximizing stockholder value. GM and Hughes carefully considered several strategic alternatives, but determined by the fall of 2001 that pursuing a combination of Hughes business with another company in the telecommunications or media industries at that time represented the best alternative for achieving their objectives.

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In conjunction with the ongoing assessment of the strategic alternatives potentially available to Hughes, in the fall of 2000 Hughes met and engaged in preliminary discussions with various telecommunications and media companies in an effort to assess their potential interest in a business combination involving Hughes. While most of these companies expressed some degree of interest in pursuing discussions about a possible alliance with Hughes, the scope and terms of alliance in which they were interested varied largely from one party to another. Based on their indications of interest, a handful of parties, including EchoStar and Sky Global Networks (a subsidiary of News Corporation), appeared interested in exploring a potential business combination transaction with Hughes following its separation from GM. Other companies indicated an interest in making a minority equity investment in Hughes following a separation of Hughes from GM. A few of the companies approached by Hughes indicated interest in acquiring only Hughes indirect interest in PanAmSat. Each of these options was carefully considered by management of GM and Hughes in view of the companies objectives with respect to a transaction involving Hughes.

Over time, several of the parties indicated that they had no interest in pursuing further discussions regarding a strategic transaction involving Hughes. As a result, by November 2000, GM and Hughes were engaged in serious discussions about a merger transaction with only three potential strategic partners, including Sky Global Networks. As the process of pursuing a strategic transaction involving Hughes continued, GM management and Hughes management, with the assistance of their respective advisors, continued to evaluate the financial, legal, tax and accounting issues that would be presented in connection with such a transaction, and the Hughes board of directors, GM capital stock committee and GM board of directors similarly considered these matters in progressively greater detail.

In December 2000, the GM board of directors reviewed the status of the discussions that had been held to date relating to a Hughes strategic transaction and, following discussion, authorized and directed GM management and Hughes management to explore and develop jointly the terms of possible specific transactions involving Hughes and authorized (or confirmed, as applicable) the retention of independent investment banking firms separately by GM and Hughes to assist in these efforts. Also, as part of this effort, the GM board of directors at this time established a process for the development of a specific transaction that would address substantive and procedural fairness considerations between the two classes of GM common stockholders that were likely to arise in the development of such a transaction. This process included oversight by the GM capital stock committee, the involvement of Hughes management and its advisors in addition to the involvement of GM and its advisors and review by and recommendations from the Hughes board of directors with respect to any strategic transaction involving Hughes.

By February 2001, two potential strategic partners for Hughes had emerged from the discussions relating to a strategic transaction. One of these companies was Sky Global Networks and the other was a third party in the telecommunications industry that is not involved in the transactions that are the subject of this document. During this period, representatives of Sky Global Networks and its parent company, News Corporation, met with representatives of GM and Hughes to discuss the possibility of a strategic transaction involving Hughes and Sky Global Networks. Preliminary discussions with the other potential strategic partner were also pursued, but by the end of this period these discussions terminated because the parties were unable to reach a common understanding on fundamental terms for a transaction.

In March 2001, GM and Hughes suspended their discussions with Sky Global Networks and News Corporation in order to assess certain concerns that had emerged about a possible combination of Hughes and Sky Global Networks. In light of these concerns, GM and Hughes began to reconsider alternative strategic transactions involving Hughes which did not include a combination with a strategic partner, including separation transactions involving stand-alone strategic investments in Hughes or debt financing at a higher level of leverage than that customarily used by Hughes in its business. At this time, Hughes also re-engaged in discussions with EchoStar, the only company of those approached in the fall of 2000, other than News Corporation and Sky Global Networks, that remained interested in pursuing discussions about a potential business combination with Hughes, to explore whether it was feasible to reach agreement upon the terms of such a transaction. Some time later, GM and Hughes reengaged in discussions with Sky Global Networks and News Corporation regarding a strategic transaction involving Hughes.

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In April 2001, GM and Hughes continued to engage in discussions with Sky Global Networks and News Corporation as well as EchoStar regarding the possibility of a strategic transaction involving Hughes. From time to time during February, March and April 2001, the GM capital stock committee, the Hughes board of directors and the GM board of directors received information and updates regarding the status of discussions.

Discussions with Sky Global Networks and News Corporation and discussions with EchoStar continued throughout the summer and fall of 2001. At times during this period the discussions were focused on the potential transaction with Sky Global Networks and News Corporation, and at other times the discussions were focused on the potential transaction with EchoStar. From time to time during this period, GM management and Hughes management provided periodic updates and information to the GM capital stock committee, the Hughes board of directors and the GM board of directors regarding the status of potential transactions involving the combination of Hughes with Sky Global Networks or EchoStar, including the proposed structure and terms of such potential transactions and the open issues remaining under discussion with each party.

These discussions led to detailed negotiations with Sky Global Networks and News Corporation and with EchoStar regarding a potential merger transaction with Hughes following its separation from GM. These negotiations regarding the two potential transactions intensified during the fall of 2001. During this period, there were numerous meetings of the GM board of directors, the Hughes board of directors and the GM capital stock committee at which updates regarding the status of negotiations and remaining open issues associated with each of the potential transactions were provided by GM management and Hughes management. The negotiations regarding both potential transactions continued until late October 2001. On October 27, 2001, Sky Global Networks and News Corporation publicly announced the withdrawal of their proposal to enter into a strategic transaction involving Hughes. On October 28, 2001, GM, Hughes and EchoStar executed definitive agreements pursuant to which Hughes would be recapitalized and would declare and pay a dividend of up to $4.2 billion to GM (and GM s retained economic interest in Hughes would be appropriately reduced in consideration therefor), Hughes would be separated from GM in a tax-free split-off and the businesses of Hughes and EchoStar would be combined pursuant to a merger.

During the remainder of 2001 and most of 2002, GM, Hughes and EchoStar pursued the implementation of the agreed transactions in accordance with the terms of the agreements among the parties. From time to time during this period, the GM capital stock committee, the Hughes board of directors and the GM board of directors received information and updates regarding the proposed transaction with EchoStar, including the status of the regulatory review of the proposed transactions with EchoStar.

Ultimately, GM, Hughes and EchoStar were unable to obtain the regulatory approvals required to complete the proposed transactions with EchoStar. On October 10, 2002, the Federal Communications Commission announced that it had declined to approve the license transfers necessary to close the proposed transactions with EchoStar and had designated the license transfer application for a public hearing before an administrative law judge. In addition, on October 31, 2002, the United States Department of Justice, 23 states, the District of Columbia and Puerto Rico filed suit against GM, Hughes and EchoStar seeking to enjoin the merger and declare it in violation of federal competition laws. As a result of these developments, the agreements among GM, Hughes and EchoStar were terminated by the parties on December 10, 2002 in a settlement that included, among other things, the payment by EchoStar to Hughes of a $600 million termination fee.

Development of the Transactions. Following the termination of the agreements among GM, Hughes and EchoStar in December 2002, GM management and Hughes management engaged in a process to evaluate Hughes business strategy and the existing GM and Hughes ownership structure and explore alternative possibilities for a strategic repositioning of Hughes in which GM could divest some or all of its retained economic interest in Hughes in order to address its liquidity objectives. GM and Hughes preliminarily determined that such a result could be accomplished pursuant to various transactions, including a sale of all or a portion of Hughes to a third party or a split-off of Hughes to GM common stockholders, including in connection with one or more transactions such as a simultaneous merger of Hughes with a third party, a sale of all or a substantial portion of GM s retained economic interest to a strategic investor or in the capital markets or contributions of GM Class H common stock or related securities to GM employee benefit plans or dividends from Hughes to GM that would result in a reduction of GM s retained economic interest in Hughes or capital markets transactions that would reduce GM s retained economic interest in Hughes (which could then be monetized in the future through capital markets transactions following a separation of Hughes from GM).

At approximately the same time, GM engaged in a process of assessing various ways in which it could additionally fund its employee benefit plans so as to reduce GM s operating expenses and strengthen its balance sheet. One of the ways that came under active consideration was the contribution by GM of GM Class H common stock or related securities to GM employee benefit plans. This process ultimately resulted in the contribution by GM of shares of GM Class H common stock to certain of its employee benefit plans as described in greater detail below.

At this time, with assistance from their respective financial advisors, GM management and Hughes management began to give preliminary consideration to possible third parties that might be interested in pursuing a strategic transaction involving Hughes. Because News Corporation had publicly expressed its continuing interest in a strategic transaction involving Hughes, following the termination of the proposed EchoStar transaction in December 2002, representatives of News Corporation and GM and Hughes met to discuss News Corporation s potential interest in engaging in a strategic transaction involving Hughes. At this time, News Corporation informed GM and Hughes that it was no longer interested in a transaction that involved the merger of Hughes with an affiliate of News Corporation (such as Sky Global Networks), but that News Corporation, either alone or with another strategic investor, might have interest in making a significant investment in Hughes in connection with its separation from GM.

As a result of the public announcement of the termination of the proposed EchoStar transaction, GM and Hughes were contacted by several other third parties who expressed potential interest in a transaction involving Hughes (or portions of the Hughes business, such as PanAmSat or Hughes Network Systems). From time to time during this period, GM and Hughes engaged in preliminary discussions with certain of such parties regarding their potential interest in a transaction involving Hughes.

Shortly thereafter, GM management and Hughes management, with assistance from their respective advisors, began to identify and explore alternatives then available for a strategic transaction involving Hughes. Among the alternatives considered were the disposition of GM s retained economic interest in Hughes through capital markets transactions, transactions involving the sale of GM s retained economic interest in Hughes to a strategic investor and combination transactions involving both the capital markets and a strategic investor. The managements of GM and Hughes continued their evaluation throughout the remainder of December 2002 and January 2003 and reviewed a variety of considerations with respect to the alternatives, including the relevant tax treatment of a separation of Hughes from GM, potential regulatory issues relating to the different transaction structures and potential third parties that might be involved in such transactions, financial advice provided by GM s investment bankers and Hughes investment bankers, corporate governance matters, Hughes financing plans, the potential disposition or separation of PanAmSat and Hughes Network Systems from Hughes and the status of the DTVLA restructuring.

In late January 2003, GM management and Hughes management met to review, with assistance from their respective advisors, GM s investment in Hughes, alternative transaction scenarios and the Hughes business outlook. They considered taxable and tax-free transaction structures, standalone capital markets transactions, strategic investor transactions and alternative structures involving both a strategic investor and capital markets transactions. The various transactions that were evaluated included the issuance of GM Class H common stock or securities convertible into or exchangeable for GM Class H common stock, debt-for-equity exchanges, contributions of GM Class H common stock or related securities to certain GM employee benefit plans, dividends by Hughes to GM that would result in the reduction or elimination of GM s retained economic interest in Hughes and the dividend distribution of GM Class H common stock to the holders of GM $1 2/3 par value common stock. Some alternatives contemplated the separation of Hughes from GM, while others contemplated GM s continuing ownership of Hughes. Each of the alternatives was evaluated in terms of complexity, timing considerations, certainty of execution and the value to each class of

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GM common stockholders, including the value potential and liquidity to GM and the preservation and enhancement of the value of the Hughes businesses.

It was the consensus of the managements of GM and Hughes that GM and Hughes should take certain steps that would provide GM with enhanced flexibility with respect to the potential pursuit of standalone capital markets transactions, such as the completion by Hughes of its financing then in progress and the amendment of the existing GM shelf registration statement in order to provide greater flexibility with respect to the type and amount of securities that could potentially be issued in capital markets transactions, and to solicit indications of interest from third parties with regard to a strategic transaction involving Hughes. Accordingly, several third parties who had expressed potential interest in such a transaction were given the opportunity to conduct due diligence with respect to Hughes during February and March of 2003.

As the process of evaluating alternative strategic transactions involving Hughes continued, GM management and Hughes management, with the assistance of their respective advisors, continued to evaluate the financial, legal, tax and accounting issues that would be presented in connection with a strategic transaction involving Hughes, and the Hughes board of directors, GM capital stock committee and GM board of directors similarly considered these matters in progressively greater detail. The principal meetings of the Hughes board of directors, GM capital stock committee and GM board of directors relating to the development of the proposed transactions during this period are described below. Each of the meetings described below was attended by internal counsel of GM and/or Hughes and, in many cases, by outside counsel representing GM and Hughes in connection with the potential transactions. In view of the collaborative working relationship between GM management and Hughes management regarding these matters and the process described below, representatives of Hughes management attended and participated in discussions at those GM board meetings described below.

On January 27, 2003, representatives of GM and Hughes met with representatives of a third party that had expressed interest in the possibility of a strategic transaction involving Hughes. During this meeting, the third party described to GM and Hughes its potential interest in acquiring 100% of Hughes in a taxable transaction.

January 28, 2003 Hughes Board Meeting. At a meeting of the Hughes board of directors on January 28, 2003, Mr. Joseph A. Walker, Senior Advisor to GM, presented a report that provided an overview of the various options currently under consideration with respect to a possible strategic transaction involving Hughes. Mr. Thomas A. Gottschalk, Executive Vice President, Law & Public Policy and General Counsel of GM, addressed regulatory issues associated with such transactions. Mr. Walker reported on the meeting held on the previous day with the third party that had expressed potential interest in acquiring 100% of Hughes in a taxable transaction and also described general expressions of interest made by various other third parties (including News Corporation) with respect to a strategic transaction involving Hughes. A discussion ensued to the effect that a very substantial premium would be required from a third party in connection with a taxable transaction in order to compensate GM and its stockholders appropriately for the tax costs associated with such a transaction. Also discussed were GM s liquidity objectives, the financial capacity and strategic interest of the party proposing the transaction and various regulatory issues associated with such a transaction.

Mr. Gottschalk commented that he expected that a process similar to that employed in the past in connection with the development of the proposed transaction with EchoStar would be followed in pursuing a strategic transaction involving Hughes presently. In particular, he noted that the managements of both GM and Hughes would continue to work together to evaluate potential transactions and engage in related negotiations, with regular updates to both the Hughes board of directors and the GM board of directors and the capital stock committee of the GM board of directors, which would play the same oversight role that it had played in the development of the proposed EchoStar transaction.

The Hughes board of directors discussion concluded that Hughes should continue to evaluate a variety of strategic options that could reduce or eliminate GM s retained economic interest in Hughes, including transactions that would involve strategic investors and transactions that would involve public offerings of GM Class H common stock or related securities for cash or in exchange for outstanding GM debt obligations. The management of Hughes was directed to continue to pursue, working together with the management of GM, the options currently under consideration, balancing the interest of acceptable timing and certainty of execution against the value to each class of GM common stockholder that might be realized under each option. GM management reaffirmed at this meeting that no decision had yet been made regarding any particular option, or combination of options, if any, that GM would pursue, nor was there any assurance that any transaction or offering would be announced or completed or even that GM would pursue any such transaction or offering to final terms within any particular time frame.

February 4, 2003 GM Board Meeting. The GM board of directors held a meeting on February 4, 2003. At the meeting, the GM board of directors received an update on the Hughes business plan and financing activities. The GM board of directors also reviewed GM s current options with respect to a strategic transaction involving Hughes, with an emphasis on four principal alternatives: a tax-free split-off of Hughes from GM in connection with a sale of GM s retained economic interest in Hughes to a strategic investor, a taxable sale of 100% of Hughes to a strategic investor, a tax-free split-off of Hughes from GM in connection with a sale of GM s retained economic interest in Hughes in capital markets transactions and a tax-free split-off of Hughes from GM with GM retaining all (or a portion) of its retained economic interest in Hughes. With respect to each of these alternatives, the GM board of directors discussed the potential benefits and detriments to GM and its common stockholders, the relevant tax treatment and issues, the various steps that would have to be taken to complete the transaction and the key issues associated with the execution of the transaction, all measured against the alternatives of GM s retaining Hughes and its economic interest therein and attempting to increase the value of Hughes for possible future disposition. In particular, in connection with a taxable sale of 100% of Hughes, the GM board of directors discussed the amount of the premium that would be necessary to make the offer attractive in comparison with a transaction structure involving a tax-free split-off of Hughes from GM. Following this discussion, the GM board of directors authorized and directed GM management and Hughes management, with assistance from their respective financial, legal, tax, accounting and other advisors, to proceed with further analysis and development of alternate means that could be used to implement a separation of Hughes from GM or retain all or a portion of GM s interest in Hughes as described in management s report to the GM board of directors and to negotiate as appropriate with third parties in relation to such alternatives.

At this meeting, as part of the ongoing assessment of the funding of the GM employee benefit plans, the GM board of directors also discussed the possibility of a contribution by GM of shares of GM Class H common stock or related securities to certain of its employee benefit plans in order to address its funding obligations to such plans. In this regard, it was noted that such a contribution would also facilitate certain potential separation transactions involving Hughes that might not otherwise be economically viable. GM management was authorized to initiate the process for completing such contribution as soon as practicable, subject to final review and approval by a special committee of the GM board of directors as described below.

The GM board of directors further delegated to the GM capital stock committee the responsibility to oversee the activities to be undertaken by management of GM and of Hughes in exploring and developing the terms of a possible transaction involving Hughes and the responsibility to review and make recommendations to the GM board of directors with regard to any such transaction that might be proposed by Hughes management or GM management, including the fairness of any such transaction to the holders of both classes of GM common stock. In addressing the fairness of any such transaction to the holders of both classes of GM common stock, consideration would be given to the terms of such a transaction, any conditions to approval or completion of such a transaction that should be imposed in order to protect the interests of the holders of either class of GM common stock and fairness of the process for determining the terms of the transaction. Also, the GM board of directors directed GM management and Hughes management and the appropriate financial, legal and other advisors to GM and Hughes to carry out their responsibilities with respect to the potential transactions with the purposes and within the framework of that process. In connection with the development of potential transactions, the GM board of directors confirmed the retention and engagement of each of Merrill Lynch and Bear Stearns as financial advisors to GM and the retention and engagement by Hughes of each of Credit Suisse First Boston and Goldman Sachs as financial advisors to Hughes in connection with the development of strategic alternatives and any resulting transaction involving Hughes.

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At the meeting, the GM board of directors also established a special committee of the GM board of directors consisting of Mr. John M. Smith, Jr., then Chairman of the Board of Directors of GM, and Mr. G. Richard Wagoner, Jr., then President and Chief Executive Officer of GM and currently Chairman of the Board of Directors of GM and Chief Executive Officer of GM, with the authority to take further actions pertaining to a contribution by GM of shares of GM Class H common stock or related securities to certain GM employee benefit plans as part of the effort to address the funding of the GM employee benefit plans. The GM board of directors also authorized GM to amend its existing shelf registration statement to increase the amount of securities registered by the shelf registration statement by an incremental amount sufficient to cover GM s entire retained economic interest in Hughes, to register GM Class H common stock and other securities not previously covered by the shelf registration statement and to modify the plan of distribution to include the issuance of securities in debt-for-equity exchanges.

During the remainder of February 2003, GM management and Hughes management, with the assistance of their respective advisors, continued to evaluate the financial, legal, tax and accounting issues raised by the potential transaction alternatives under consideration, with an emphasis on those alternatives that had been discussed at the February 4, 2003 GM board meeting.

By this time, in addition to News Corporation, several other third parties also expressed varying degrees of interest in the possibility of a strategic transaction involving Hughes. Based on preliminary discussions with, and communications from, these third parties, GM and Hughes determined that none of such parties was interested in a merger or similar transaction involving the merger or other combination of the Hughes business with the business of another industry participant. Rather, several parties appeared to be potentially interested in a significant investment in Hughes in connection with its separation from GM and one party appeared to be potentially interested in the acquisition of 100% of Hughes in a taxable transaction. Other parties had expressed potential interest in the acquisition of portions of the Hughes business, such as PanAmSat or Hughes Network Systems.

March 3, 2003 GM Board Meeting. The GM board of directors held a meeting on March 3, 2003. At the meeting, the GM board of directors received a presentation from Mr. Walker regarding four primary transaction alternatives then under consideration: the sale of 100% of Hughes to a strategic investor in a taxable transaction; the tax-free split-off of Hughes from GM in connection with a sale of GM s retained economic interest in Hughes to a strategic investor; the sale of GM s retained economic interest in Hughes in the capital markets in connection with a tax-free split-off of Hughes from GM; and the retention of Hughes as a wholly owned subsidiary of GM. A discussion ensued with respect to the benefits and risks associated with each of the alternatives. The GM board of directors discussed the likely magnitude of the taxes that would arise from a taxable sale of 100% of Hughes, as well as other considerations relating to the recapitalization of the GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate as provided for under certain circumstances under the GM restated certificate of incorporation or alternative methods of retiring the GM Class H common stock upon the completion of such a transaction. With respect to the various transaction structures involving a strategic investor, the GM board of directors discussed anticipated corporate governance, management and other issues, including the possibility that a strategic investor might want to acquire a greater interest in Hughes than that represented by GM s retained economic interest in Hughes. The alternatives were also evaluated from the standpoint of GM s liquidity objectives and other benefits to GM, benefits to the holders of GM Class H common stock and timing and execution risks, including anticipated regulatory treatment. Mr. Walker provided the GM board of directors with an overview of potential bidders for a strategic investment in Hughes, including the preliminary expressions of interest that GM and Hughes had received from certain potential strategic investors. He also addressed the relative strengths and weaknesses of the expressions of interest that GM and Hughes had received, including regulatory risks and the ability of the interested parties to finance the contemplated transactions.

March 5, 2003 Hughes Board Meeting. At the Hughes board meeting on March 5, 2003, Mr. Jack A. Shaw, President and Chief Executive Officer of Hughes, provided a status overview of the alternative transaction structures then under consideration. Mr. Walker reported on the status of discussions with third parties, which were still in preliminary stages at this time. Mr. Gottschalk provided an overview of the preliminary evaluation of the regulatory approval process for the potential transactions. Mr. Michael J. Gaines,

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Corporate Senior Vice President and Chief Financial Officer of Hughes, provided a report on Hughes financing activities, including the February 28, 2003 issuance by DIRECTV of $1.4 billion in senior notes, and Hughes remaining financing needs. The Hughes board of directors authorized an increase in the amount of Hughes long-term debt financing to consist of senior notes and senior secured credit facilities of DIRECTV. On March 6, 2003, DIRECTV entered into a new senior secured credit facility with a total term loan and revolving loan commitments of $1.7 billion.

On March 12, 2003, following appropriate approvals by the special committee of the GM board of directors described above, GM contributed 149.2 million shares of GM Class H common stock to certain of its employee benefit plans. An independent valuation firm that was retained by the trustee to value the shares applied a discount to the market value due to, among other things, various restrictions on the transfer of the shares provided for in the agreements between GM and the trustee, resulting in an aggregate contribution value of approximately $1.24 billion. The contribution was designed to reduce operating expenses of GM associated with its employee benefit plans during 2003 and further strengthen GM s balance sheet. The contribution increased the amount of GM Class H common stock issued and outstanding by the 149.2 million shares of GM Class H common stock so contributed and reduced GM s retained economic interest in Hughes by a commensurate amount. This reduction of GM s retained economic interest in Hughes resulting from the contribution facilitated GM s ability to engage in certain types of strategic transactions involving a tax-free split-off of Hughes.

On March 12, 2003, representatives of GM and Hughes met with representatives of the third party that had previously expressed interest in the possible purchase of 100% of Hughes in a taxable transaction. At this time, this third party indicated to GM and Hughes that it was no longer interested in the purchase of 100% of Hughes in a taxable transaction, but might potentially be interested in a significant investment in Hughes in connection with the separation of Hughes from GM. This transaction structure was substantially similar to the transaction structure then being discussed on a preliminary basis between GM and Hughes and the other third parties potentially interested in a strategic transaction involving Hughes. On March 18, 2003, this third party delivered drafts of transaction agreements that might accompany a bid by it with respect to Hughes. In view of the preliminary stages of the discussions with this third party, GM and Hughes determined not to respond to these draft agreements at that time.

During this period, the managements of GM and Hughes, with assistance from their respective advisors, engaged in a series of discussions regarding the structure and terms of a possible separation of Hughes from GM. To some degree, these discussions were based on prior discussions between the managements of GM and Hughes pertaining to the structure and terms of a possible separation of Hughes from GM, including as part of the proposed EchoStar transaction. New issues were also discussed. Among other things, GM and Hughes discussed the possibility of a special cash dividend to be paid by Hughes to GM as well as other arrangements, such as new tax allocation arrangements to be entered into by the parties and indemnification obligations of the parties, in connection with a separation of Hughes from GM.

March 19, 2003 GM Capital Stock Committee Meeting. The GM capital stock committee held a meeting on March 19, 2003. At this meeting, counsel to the GM capital stock committee described the responsibilities of the capital stock committee and the procedures for the discharge of those responsibilities. Mr. Walker gave a report to the GM capital stock committee regarding the status of developments with third parties expressing an interest in a strategic transaction involving Hughes. In addition, Mr. Walker provided a report on the following potential alternatives with respect to Hughes: a third party purchase of GM s retained economic interest in Hughes in connection with a tax-free split-off of Hughes from GM (and the third party s possible acquisition of additional shares from the GM Class H common stockholders), GM s disposition of its retained economic interest in Hughes in capital markets transactions in connection with a tax-free split-off of Hughes from GM and the retention of Hughes as a wholly owned subsidiary of GM.

Mr. Walker, Mr. Walter G. Borst, Treasurer of GM, and Mr. Warren G. Andersen, Assistant General Counsel of GM, with assistance from counsel to the GM capital stock committee, provided a report regarding the potential impact of the alternatives on the interests of the holders of the GM Class H common stock and the holders of the GM $1 2/3 par value common stock. This included a discussion of differences in the forms of consideration that might be received by GM and holders of the GM Class H common stock under the various transaction alternatives and the related effect on valuation, and the impact of anticipated corporate governance requirements associated with a strategic transaction involving a third party making a strategic investment in Hughes. In addition, they addressed various separation-related matters, including tax allocation issues, employee matters, intellectual property issues and the proposed indemnification relating to the separation of Hughes from GM.

Finally, the GM capital stock committee discussed GM s liquidity objectives and, in view of those objectives, the possibility that it would be necessary and appropriate for Hughes to pay a special dividend distribution to GM in connection with a split-off transaction. Such a dividend distribution would be designed to reflect the incremental value expected to accrue to the holders of the GM Class H common stock as a result of their receipt of an asset-based stock of Hughes in exchange for a tracking stock of GM on a one-share-for-one-share basis. It was noted that the appropriateness of such a dividend distribution would be evaluated in the context of, and would depend on, the specific terms of a proposed transaction, including the agreement of a strategic investor in connection with any negotiated transaction. It also was noted that a transaction involving a strategic investor potentially could provide a sufficiently high premium to GM in respect of its retained economic interest in Hughes to address GM s liquidity objectives and make it less important to include a special dividend as part of the transaction terms. However, a special dividend distribution might be appropriate to compensate for the value differential in the context of a transaction that did not otherwise provide a substantial market premium or other significant benefits to GM. Management noted that any such special dividend that might be proposed would need to be considered in the context of a specific transaction involving Hughes, taking into account all relevant aspects of the transaction.

Mr. Borst then made a presentation regarding a plan to implement a recapitalization of Hughes designed to, among other things, simplify Hughes capital structure in advance of any execution of agreements relating to a strategic transaction involving Hughes. It was noted that this recapitalization would be considered by the Hughes board of directors at an upcoming meeting.

Following this meeting of the GM capital stock committee, GM and Hughes determined to engage in negotiations with three parties that had to date expressed serious interest in the possibility of a strategic transaction involving Hughes. To this end, on March 20, 2003, GM and Hughes distributed draft transaction agreements to News Corporation and the two other potential strategic investors to serve as the basis for detailed discussions and the submission by such parties of bids for such a transaction. Each set of draft transaction agreements contemplated substantially the same transaction structure: the separation of Hughes from GM by means of a split-off and a related strategic acquisition of Hughes stock by the third party. The transaction agreements distributed to the various parties reflected certain differences based on preliminary discussions between GM and Hughes and such parties, such as, among other things, the form of the consideration that each party was willing to provide for its investment in Hughes.

During the week of March 24, 2003, representatives of GM and Hughes, with assistance from their respective advisors, participated in meetings with representatives of News Corporation and its advisors and with representatives of one of the other interested parties and its advisors to discuss the structure and terms of a possible transaction and other issues raised by the draft transaction agreements. On March 27, 2003, the third potential strategic investor indicated that it had no further interest in pursuing a strategic transaction involving Hughes and thus terminated its discussions with GM and Hughes.

Negotiations with News Corporation with respect to the structure and terms of a transaction and the provisions of the applicable transaction agreements continued throughout this period. Numerous revised drafts of the proposed transaction agreements, setting forth the terms and conditions of the transactions being discussed, were exchanged between GM and Hughes and News Corporation. Negotiations with the other potential strategic investor resulted in the distribution by GM and Hughes of revised draft transaction agreements to that party on March 27, 2003 and continued until March 31, 2003, when such party notified GM and Hughes that it did not intend to submit a proposal for a strategic transaction involving Hughes. None of the negotiations during this period dealt with price or other significant economic terms.

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During the course of GM s and Hughes discussions with the three potential strategic investors, GM received an expression of interest by another third party. GM and Hughes engaged in preliminary discussions with this party regarding its potential interest in a strategic transaction involving Hughes. However, in view of substantial concerns regarding the ability of such party to obtain requisite regulatory approvals and necessary financing for a transaction, GM and Hughes determined not to engage in detailed negotiations with this party.

April 4, 2003 Hughes Board Meeting. On April 4, 2003, the Hughes board of directors met to consider the recapitalization of Hughes that had been discussed at the March 19, 2003 meeting of the GM capital stock committee. An update regarding the status of negotiations with various third parties with respect to a strategic transaction involving Hughes was provided at this meeting. The Hughes board of directors approved the recapitalization of Hughes, which was implemented shortly thereafter.

After the other potentially interested parties withdrew from the bidding process, GM and Hughes, together with assistance from their respective advisors, negotiated exclusively with News Corporation and its advisors with respect to the structure and terms of a strategic transaction involving Hughes. These negotiations continued through April 6, 2003, when News Corporation submitted a bid that included the financial terms of its offer. Based on discussions among GM, Hughes and News Corporation during the days preceding this submission, GM and Hughes believed that this represented News Corporation s best and final offer.

During the days preceding News Corporation s submission of the financial terms of its offer, GM and News Corporation engaged in discussions regarding the size of the interest in Hughes that News Corporation would acquire and the value to be provided by News Corporation for such acquisition. GM and Hughes had previously indicated to News Corporation that the maximum percentage interest in Hughes that would be available for acquisition by News Corporation would be 36%, based on certain tax-related constraints and the desire of GM and Hughes to ensure that after the completion of the transactions Hughes would have sufficient flexibility to issue a reasonable amount of equity without violating anticipated agreements with GM designed to preserve the tax-free status of the separation of Hughes from GM. Negotiations between GM and Hughes and News Corporation regarding the price to be provided for Hughes stock resulted in News Corporation s determination that it was interested in acquiring only 34% of Hughes. At this time, the parties also began discussing the collar mechanism applicable to the GM/News stock sale and the News stock acquisition described in greater detail elsewhere in this document and News Corporation also sought the flexibility to elect to use either News Corporation securities or cash as the form of consideration.

In the view of GM management, the financial terms offered by News Corporation (which represented $14.00 of value per share, subject to adjustment based on a collar mechanism, in the form of News Corporation securities and/or cash) provided insufficient liquidity to GM to make the transaction compelling for GM in comparison on a risk-adjusted basis to other possible alternatives, such as a separation of Hughes from GM with a disposition of GM s retained economic interest in Hughes pursuant to capital markets and other transactions. However, the managements of both GM and Hughes recognized that the transaction involving News Corporation potentially offered significant strategic benefits to Hughes. Accordingly, the managements of GM and Hughes engaged in further discussions regarding the possibility and terms of a special dividend distribution from Hughes that would enhance the liquidity provided to GM in order to make the financial terms of the News Corporation transaction more attractive to GM.

GM management believed that a special dividend distribution from Hughes in an amount equal to approximately 3% to 5% of the market value of the outstanding GM Class H common stock (based on a then current trading price, approximately $400 to $650 million) would be appropriate in view of the value enhancement that would accrue to GM Class H common stockholders as a result of their receipt of Hughes asset-based stock in exchange for GM tracking stock on a one-share-for-one-share basis and considering that this amount was consistent with a similar dividend paid to GM in connection with the split-off of Electronic Data Systems Corporation from GM in 1996. However, in view of the other benefits of the transaction that were expected to accrue to GM and considering the constraints on Hughes financial capacity, Hughes believed that if a special dividend were to be paid a lesser amount would be appropriate. Taking into account these factors and the need to obtain News Corporation s concurrence with the special dividend, GM management and Hughes management agreed after further discussion that the transaction terms would include a special cash dividend from Hughes to GM in the amount of $275 million. It was recognized that the payment of the special dividend by Hughes to GM could be viewed as increasing the value per notional share to GM for its retained economic interest in Hughes from $14.00 to $15.00. On that basis, the two managements proceeded to meet with News Corporation and its advisors and, with assistance from their respective advisors, negotiated the definitive terms of the transactions as reflected in the transaction agreements described in this document. These terms included News Corporation s agreement that the $275 million special dividend distribution would be paid by Hughes to GM.

April 7, 2003 Capital Stock Committee Meeting. The GM capital stock committee held a meeting on April 7, 2003 for the purpose of receiving a report on the status of the process of pursuing a strategic transaction involving Hughes. Though not a member of the GM capital stock committee, one additional independent director of GM attended this meeting because this director was unavailable due to a prior commitment to attend the GM board meeting tentatively scheduled for April 9, 2003. Counsel to the GM capital stock committee described the responsibilities of the GM capital stock committee in connection with these matters and the procedures that were being followed in the discharge of those responsibilities. It was noted that it was expected that the GM capital stock committee and the GM board of directors would be asked over the next few days to consider and act on a specific transaction. It was further noted that the capital stock committee would be asked to address, in particular, the fairness of any proposed transaction to each of GM s two classes of common stockholders and that the committee should give special attention to the differences in the treatment of each class of GM common stockholder in, and the overall effects on each class of, any proposed transaction. Mr. Walker then briefed the capital stock committee on recent developments, the alternatives currently available regarding a strategic transaction involving Hughes and the principal issues and terms relating to the proposed transaction that was under negotiation. He addressed, among other things, the principal issues raised by the different third parties with whom negotiations had been conducted, the status and nature of the negotiations with News Corporation, including the financial terms of News Corporation s proposal, and the alternatives to the transaction involving News Corporation. The contemplated governance of Hughes upon the completion of the proposed News Corporation transaction was also discussed. The aspects of the transaction in which the interests of the GM $1 2/3 par value common stockholders and the GM Class H common stockholders might diverge was discussed, including the consideration that was being given to the $275 million special cash dividend payment by Hughes to GM as part of the transaction and the reasons for such provision. Mr. John M. Devine, Vice Chairman and Chief Financial Officer of GM, and Mr. Shaw commented on the strategic transactions involving Hughes that were currently available, including the transaction being negotiated with News Corporation.

Negotiations among GM, Hughes and News Corporation with respect to the definitive terms and conditions of a strategic transaction involving Hughes continued during this period. Over the next two days, the parties reached agreement on the terms of the proposed transactions described in this document.

April 9, 2003 Joint Meetings of the Hughes Board, GM Capital Stock Committee and GM Board. On April 9, 2003, a joint meeting of the GM board of directors, the Hughes board of directors and the GM capital stock committee was held to discuss and consider the definitive terms of the proposed transactions with News Corporation as described in this document, including the Hughes split-off, the GM/News stock sale and the News stock acquisition. All but one of the members of the GM board of directors were present in person at or participated by teleconference in the meeting and all members of the Hughes board of directors were present in person at or participated by teleconference in the meeting. The meeting was also attended by representatives of legal counsel to GM, legal counsel to Hughes and legal counsel to the GM capital stock committee and by representatives of the financial advisors to GM and the financial advisors to Hughes.

Mr. Smith called the meeting to order and explained that the boards had been convened for the purpose of considering a strategic transaction involving Hughes. He informed the boards that specific terms of transactions with News Corporation had recently been negotiated, following discussions with several parties and the developments which had been discussed at the last GM board of directors meeting. See March 3, 2003 GM Board Meeting. He noted the presence at the meeting of representatives of the financial and legal advisors who had assisted in the development of the proposed transactions. Mr. Smith further explained that, after a briefing by GM management and the legal and financial advisors, the GM board of directors, under the

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procedures customarily followed regarding such matters, would hear the views and recommendation regarding the proposed transactions of the Hughes board of directors and the GM capital stock committee, who were meeting jointly with the GM board of directors for the purpose of receiving a final briefing on the matter and expressing their views.

At the conclusion of his remarks, Mr. Smith asked counsel to the GM capital stock committee to comment on the directors fiduciary duties with regard to the matters they were to consider. Counsel to the GM capital stock committee advised the directors on this subject. Counsel noted the long period during which the Hughes board of directors, the GM capital stock committee and the GM board of directors had considered strategic alternatives concerning Hughes, the two strategic transactions that over the past two years had been considered in detail by the boards of directors, the similarities and differences between the currently proposed transactions and these previous transactions, the process for development and consideration of the currently proposed transactions which the GM board of directors had established and the timing and circumstances that led to the current meeting and the importance of the directors decision-making at this time on the proposal before them. The process of developing the terms of the proposed transactions was considered important to the fairness of the transactions to GM s two classes of common stockholders. See Recommendations of the Hughes Board of Directors, the GM Capital Stock Committee and the GM Board of Directors; Fairness of the Transactions. In this regard, counsel also noted the delegation which the GM board of directors had made to the GM capital stock committee of oversight of the development of a strategic transaction regarding Hughes and the GM capital stock committee s prior activities, including a meeting on the matter held on April 7, 2003. For more information, see April 7, 2003 Capital Stock Committee Meeting. It was noted that the director who was unable to attend the current meeting because of a previous commitment had attended that meeting and, after being briefed on the proposed transactions, had expressed his support of the proposed transactions. Counsel explained that, later in the meeting, the GM capital stock committee would be asked to express its views on the proposed transactions, including the fairness of the proposed transactions to the GM Class H common stockholders and the GM $1 2/3 par value common stockholders, and the full GM board of directors would be asked to also address the fairness of the proposed transactions to the two classes of GM common stockholders. In this regard, counsel to the GM capital stock committee identified the principal differences in the effects of the proposed transactions on, and the differences in circumstances of, the two classes of stockholders, about which the directors would receive more information during the meeting.

Counsel to the GM capital stock committee pointed out that, after the presentations and discussion, the boards of directors of GM and Hughes would be asked to authorize and approve the proposed transactions and the GM board of directors would also be asked to recommend the proposed transactions to the holders of each class of GM common stock. The approval by majority vote of the holders of the GM Class H common stock and the holders of the GM $1 2/3 par value common stock, voting separately, of appropriate matters pertaining to the transactions (including, in compliance with the GM board policy statement regarding certain capital stock matters, the $275 million special cash dividend from Hughes to GM as part of the Hughes split-off) would be required in order for the proposed transactions to go forward. Counsel explained that, in making its recommendation, the GM board of directors would necessarily assess the fairness of the proposed transactions to each class of GM common stockholders. Counsel further noted that, in making this assessment, it was appropriate for the directors to keep in mind that each class of GM common stockholders by its vote would have to conclude in order for the transactions to go forward that, despite differences in the effects which the proposed transactions would have on the two classes of stockholders, such class of stockholders would be better off, taking into account all relevant considerations, if the proposed transactions occurred. The directors were advised that, as they considered the terms of the proposed transactions in making their decisions, one thing they should keep in mind was whether this was the case as to each class of stockholders.

Mr. Smith then asked Mr. Devine to comment on the proposed transactions and to provide an overview of the presentations that would be made at the meeting. Mr. Devine noted that the principal objectives of a strategic transaction relating to Hughes that had been under consideration had been to best position Hughes strategically to develop its business and in doing so to generate value for GM and GM s stockholders, and that important aspects of achieving these objectives included attaining increased liquidity for GM in respect of its retained economic interest in Hughes and attaining reasonable certainty that the contemplated strategic repositioning of Hughes, which would likely take nearly a year to complete, would be completed. He then explained that Mr. Walker, who had been deeply involved in the negotiations, would first brief the directors on the development and terms of the proposed transactions with News Corporation and that the independent financial advisors who had been retained by GM and Hughes to assist in the matter and legal counsel would then comment.

Mr. Walker first noted that briefing materials describing the proposed transactions had been distributed to the directors in advance of the meeting. He added that negotiations regarding several terms had continued after these materials had been distributed and that the most recent developments would be reported on at the meeting. Mr. Walker then discussed, first, the developments in identifying and negotiating a strategic transaction involving Hughes that had occurred over the last few weeks since the last briefing of the boards. He explained that discussions had ensued with four parties - among other parties who had also been contacted - which ultimately had led to final proposed terms for the proposed transactions with News Corporation. He noted the major issues which had arisen in the discussions with the other parties and recounted the main steps in the negotiations with News Corporation. Second, he summarized the strategic alternatives regarding Hughes that were currently available to GM and Hughes in light of this process and the criteria that had been applied in evaluating them. He discussed the key tax considerations that were material to the structuring of a strategic transaction involving Hughes.

Mr. Walker then reviewed the material terms of the proposed transactions with News Corporation and how the evaluation criteria applied to it. Several aspects of the proposed transactions were discussed in more detail, including the reduction in the percentage of the shares of the Hughes common stock that News Corporation was willing to acquire (from 36% to 34%) in view of the value to be provided by News Corporation for such acquisition as described above, the composition of the Hughes board of directors upon completion of the proposed transactions, News Corporation s stated intentions regarding its ownership in Hughes, the proposed restrictions on future acquisitions or business combinations involving Hughes (including by operation of the excess stock provision which had been extensively negotiated with News Corporation and which would be submitted to GM common stockholders for ratification as part of the GM stockholder approval process), the termination fee provisions, the regulatory approvals required for the transactions and the likelihood of obtaining those approvals, the tax allocation agreement between Hughes and GM, and the $275 million special cash dividend that was to be paid by Hughes to GM in connection with the completion of the transactions. Mr. Walker compared the terms of the proposed transactions with News Corporation to the terms of the transactions with EchoStar that were negotiated in 2001 (and subsequently terminated in December 2002, as described above for failure to receive requisite regulatory approvals). The alternative of a Hughes split-off and related capital markets transactions to divest GM s retained economic interest in Hughes was then discussed, after which the alternative of continued GM ownership of Hughes as its wholly owned subsidiary and the potential for a restructuring of Hughes business under GM s ownership was discussed.

In the course of this review of strategic alternatives regarding Hughes, members of Hughes management and others present commented on aspects of the proposed transactions and several questions by the directors were asked and answered. After Mr. Walker s presentation and the related discussions, Mr. Shaw provided the views and recommendation of Hughes management regarding the strategic alternatives currently available to Hughes and the proposed transactions with News Corporation. He expressed Hughes management s endorsement of the proposed transactions with News Corporation and Hughes management s recommendation that GM and Hughes enter into such transactions. Questions by the directors were asked and answered. Hughes recent financial performance, including its first quarter 2003 results, was discussed.

Financial analyses of various aspects of the proposed News Corporation transactions were then presented by representatives of the investment banking firms that were advising Hughes and GM. It was noted that each of the four investment banking firms involved as financial advisors to GM or Hughes was prepared to deliver its written fairness opinion regarding various aspects of the proposed transactions.

First, a representative of Merrill Lynch discussed the material elements involved in its analysis of the proposed transactions from a financial point of view and concluded by expressing the view of Merrill Lynch that, as of such date and based upon and subject to the assumptions, conditions, limitations and other matters set forth in its opinion, taking into account all relevant financial aspects of the transactions taken as a whole, the consideration to be provided to GM and to the holders of the GM Class H common stock, as applicable, in the proposed transactions was fair from a financial point of view to the holders of the GM $1 2/3 par value common stock as a class and to the holders of the GM Class H common stock as a class, respectively, which view Merrill Lynch was prepared to confirm by its written opinion to the GM board of directors. It was noted that, in reaching its conclusion, Merrill Lynch considered all of the relevant benefits, costs and risks of the proposed transaction in their totality from the standpoint of each class of GM common stockholder and that no one factor, whether different or similar between the two classes, was dispositive of its conclusion.

A representative of Bear Stearns then noted that, while his firm had independently analyzed the proposed transactions, it concurred with the points made by the Merrill Lynch representative regarding the financial analysis of the transactions and that his firm as well had concluded that, as of such date and based upon and subject to the assumptions, conditions, limitations and other matters set forth in its opinion, taking into account all relevant financial aspects of the transactions taken as a whole, the consideration to be provided to GM and to the holders of GM Class H common stock, as applicable, in the proposed transactions was fair from a financial point of view to the holders of the GM $1 2/3 par value common stock as a class and to the holders of the GM Class H common stock as a class, respectively, a view which it would confirm in its written opinion to the GM board of directors. For more information regarding the fairness opinions provided by the GM financial advisors, see Fairness Opinions of GM s Financial Advisors.

A representative of Goldman Sachs then described the financial analysis his firm had done regarding the merger that is a part of the proposed transactions. It was noted that, while Goldman Sachs had for purposes of its analysis taken into account the terms of the proposed transactions, by reason of the nature of its engagement on behalf of Hughes its opinion would only address the fairness from a financial point of view of the consideration to be received by holders of Hughes common stock in the merger that would be used to implement the News stock acquisition. He concluded his presentation by expressing his firm s view that, based upon and subject to the matters described in its opinion, as of the date of the opinion and based on market conditions as of that date, the consideration to be received by the holders of Hughes common stock in the merger was fair, from a financial point of view, to the holders of Hughes common stock (other than News Corporation and its affiliates) as of immediately prior to the merger, which view Goldman Sachs was prepared to confirm by its written opinion to the GM board of directors and the Hughes board of directors. It was noted that one of the individuals who had been designated by the parties to serve as a director of Hughes upon completion of the proposed transactions was currently an executive officer of Goldman Sachs. It was noted that this individual currently also served as a director of British Sky Broadcasting Group plc, a company in which News Corporation owns a significant minority interest, and had announced his retirement from Goldman Sachs, which was expected to take place before the completion of the proposed transactions. Counsel commented on this relationship and its significance was discussed among the directors.

Finally, a representative of Credit Suisse First Boston described his firm s financial analysis of the merger that is part of the proposed transactions, noting that although Credit Suisse First Boston had for purposes of its analyses taken into account the terms of the proposed transactions by reason of the nature of its engagement on behalf of Hughes its opinion would only address the fairness from a financial point of view of the consideration to be received by the holders of Hughes common stock in the merger that would be used to implement the News stock acquisition. He also explained that while his firm had independently analyzed the merger, it concurred with the views expressed by the Goldman Sachs representative regarding the financial analysis of the merger. He made comments on the merger and concluded by expressing his firm s view that, based upon and subject to the matters described in the opinion, as of the date of the opinion and based on market conditions as of that date, the consideration to be received by the holders of Hughes common stock in the merger was fair, from a financial point of view, to the holders of Hughes common stock (other than News Corporation and its affiliates) as of immediately prior to the merger, which view Credit Suisse First Boston was prepared to confirm in its written opinion to the GM board of directors and the Hughes board of directors.

During these presentations, questions from the directors were asked and answered. At the end of the presentations, counsel to the GM capital stock committee commented on the significance of the investment banking firms analyses and opinions to the boards assessment of the proposed transactions and of the substance of the valuation considerations which the firms had discussed in their presentations, as well as related issues with respect to the voting by GM s common stockholders on the proposed transactions.

After the investment banking presentations, a general discussion of the proposed transactions among the directors ensued. Various questions were asked and answered. Mr. Wagoner expressed GM s management s endorsement of the proposed transactions. Mr. Smith asked if any member of the Hughes board of directors, GM board of directors or the GM capital stock committee, wished for such body to meet separately to discuss the proposed transaction. No director thought that a separate meeting was warranted.

After reviewing the recommendations of Hughes management and considering the other presentations made and information delivered at the meeting, and the information and advice previously provided to and the previous deliberations of the Hughes board of directors, the Hughes board of directors, by unanimous vote of the directors present, determined that the proposed transaction, including the execution, delivery and performance of the separation agreement, the stock purchase agreement and the merger agreement, was as of April 9, 2003 advisable, desirable and in the best interests of Hughes and its stockholder and approved the form, terms and provisions of, and authorized the execution and delivery of, the separation agreement, the stock purchase agreement and the merger agreement.

After considering the presentations made and the information delivered at the meeting and the information and advice previously provided to and reviewed by the GM capital stock committee and its prior deliberations, the GM capital stock committee, by unanimous vote of the members present, determined that the proposed transactions, on the terms and conditions presented, were as of April 9, 2003 advisable, desirable and in the best interests of GM and its common stockholders and fair to each class of GM common stockholders and recommended to the GM board of directors that GM enter into the agreements relating to the proposed transaction.

After receiving the recommendations of Hughes management, the Hughes board of directors, GM management and the GM capital stock committee and considering the other presentations made and information delivered at the meeting and the information and advice previously provided to and reviewed by the GM board of directors and its prior deliberations, the GM board of directors, by unanimous vote of the directors present, determined that the proposed transactions, including the execution of the separation agreement and the stock purchase agreement, were as of April 9, 2003 advisable, desirable and in the best interests of GM and its stockholders. In addition, the GM board of directors, by the same vote, determined that, as of April 9, 2003, the proposed transactions, on the terms and subject to the conditions presented, would be fair to the GM $1 2/3 par value common stockholders and to the GM Class H common stockholders. The GM board of directors further determined, by the same vote, that, subject to its fiduciary duties under applicable law, the GM board of directors would recommend appropriate matters relating to the proposed transactions for approval by the GM common stockholders. Accordingly, the GM board of directors approved and authorized the proposed transactions.

Public Announcement of the Transactions. On April 9, 2003, immediately following the April 9, 2003 meetings described above, GM, Hughes and News Corporation signed definitive agreements relating to the transactions and issued press releases announcing their agreement to enter into the transactions.

Subsequent Developments. From time to time since April 9, 2003, the GM board of directors, the GM capital stock committee and the Hughes board of directors have received information and updates from GM management and Hughes management regarding the status of the transactions.

From time to time, GM, Hughes and News Corporation, with assistance from their respective advisors, have met to discuss various matters pertaining to the implementation of the transactions. In certain instances, the parties have agreed to amendments to the transaction agreements as originally executed. The transaction agreements, as amended to date, are described in greater detail elsewhere in this document. For more information, see Description of Principal Transaction Agreements.

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Recommendations of the Hughes Board of Directors, the GM Capital Stock Committee and the GM Board of Directors; Fairness of the Transactions

As described above, the managements and boards of directors of GM and Hughes considered over an extended period of time the strategic challenges facing Hughes and reviewed and assessed various alternatives for a strategic transaction involving Hughes that would meet those challenges. From mid-2000 through most of 2002, this consideration focused primarily on the possibility of a business combination transaction for Hughes and resulted in the development and pursuit of the proposed transaction with EchoStar, which could not be completed as a result of a failure to receive requisite regulatory approvals as described in greater detail elsewhere in this document. In late 2002 and early 2003, this consideration included possible strategic transactions with various telecommunications or media companies based on exploratory discussions that the managements of GM and Hughes had with these parties and on March 19, 2003 the GM capital stock committee endorsed GM and Hughes commencing negotiations looking toward such a transaction with News Corporation and certain other companies, as well as continued consideration of other strategic alternatives. At a joint meeting held on April 9, 2003, the Hughes board of directors, the GM capital stock committee and the GM board of directors were briefed on the results of these negotiations, including on the terms for such a transaction that had been negotiated with News Corporation.

At the April 9, 2003 meeting, the Hughes board of directors unanimously approved on behalf of Hughes the agreements with News Corporation and transactions described in this document and recommended that GM, in its capacity as the sole stockholder of Hughes, approve Hughes entering into such transactions.

Also at the April 9, 2003 meeting, the GM capital stock committee unanimously concluded that as of such date the proposed transactions, taken as a whole and on the terms and conditions of the transaction agreements, would be in the best interests of GM and its common stockholders as a whole and fair to both the holders of the GM $1 2/3 par value common stock and the holders of the GM Class H common stock and recommended the proposed transactions to the GM board of directors. The GM board of directors at the April 9, 2003 meeting, based upon the recommendation of the GM capital stock committee, as well as the recommendations of the Hughes and GM managements and the Hughes board of directors, determined by unanimous vote of all those directors present at the meeting that as of such date the proposed transactions, including the proposed amendment of the GM restated certificate of incorporation in connection with the transactions, were advisable and in the best interests of GM and its stockholders and approved Hughes and GM entering into the transactions. In taking this action, the GM board of directors, upon recommendation of the GM capital stock committee, by unanimous vote of all those directors present at the meeting determined that as of April 9, 2003 the proposed transactions, taken as a whole and on the terms and conditions of the transaction agreements, would be fair to the holders of the GM $1 2/3 par value common stock and to the holders of the GM Class H common stock and determined to recommend to the GM common stockholders, subject to further consideration by the GM board of directors in accordance with its fiduciary duties in the event of changed circumstances, approval of the appropriate matters to be voted upon by them in regard to the proposed transactions.

In considering a strategic transaction involving Hughes, the GM board of directors determined that a transaction which involved the separation of Hughes from ownership by GM and which would require the recapitalization of GM Class H common stock into GM $1 2/3 par value common stock, as currently provided for under certain circumstances in accordance with provisions of the GM restated certificate of incorporation, would likely not be in the best interests of GM and its common stockholders. A recapitalization under such provisions would require the issuance of a large number of new shares of GM $1 2/3 par value common stock and likely produce substantial dilution in the value of such shares, contrary to the interests of GM and the GM $1 2/3 par value common stockholders. It would also change substantially the form and nature of the investment of the GM Class H common stockholders, who, instead of having a tracking stock investment in the Hughes business, would then have an investment in all of GM s operations, which would as a result of such a transaction no longer include the separated Hughes business, the financial performance of which was the subject of the investment by the GM Class H common stockholders.

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Although a recapitalization under such provisions would involve an exchange of shares of GM Class H common stock for shares of GM $1 2/3 par value common stock at an exchange rate of 120%, and in that sense would provide to the GM Class H common stockholders a premium valuation of 20% for their shares, the exchange rate calculation would be done by comparison of the respective trading prices of the GM Class H common stock and the GM $1 2/3 par value common stock before the announcement of the transactions and would be fixed at such rate, despite subsequent changes in the trading price of the shares. Consequently, the GM Class H common stockholders would, in receiving shares of GM $1 2/3 par value common stock in the recapitalization, bear the effects on the value of the GM $1 2/3 par value common stock of any dilution resulting from the recapitalization, would have no assurance of receiving the 20% premium valuation initially calculated and, as holders of GM $1 2/3 par value common stock, would have no opportunity to participate in any future benefits to Hughes of the transaction. Accordingly, the GM board of directors did not consider such a transaction as likely to be in the interests of the GM Class H common stockholders, as well as not being in the interests of GM, the GM $1 2/3 par value common stockholders or the GM common stockholders as a whole.

Inasmuch as completion of the proposed transactions negotiated with News Corporation would require a recapitalization of the GM Class H common stock into GM $1 2/3 par value common stock in accordance with these provisions of the GM restated certificate of incorporation, which the GM board of directors considered as likely to result in substantial dilution in the value of the GM $1 2/3 par value common stock, the GM board of directors, determined in considering the proposed transactions with News Corporation, after taking into account the substantial benefits which the proposed transactions are expected to provide to the holders of both classes of GM common stock, that the proposed transactions should be conditioned upon, and determined to recommend to the GM common stockholders approval of, the proposed amendment of the GM restated certificate of incorporation, which will provide that the recapitalization provisions will not apply to the proposed transactions involving News Corporation.

In granting their approvals and making their recommendations, the Hughes board of directors, GM capital stock committee, and GM board of directors each considered the following as potentially material positive aspects of the proposed transactions, assuming completion of the proposed transactions:

Greater Business and Strategic Flexibility for Hughes; Exchange of Tracking Stock for Asset-Based Common Stock. The separation of Hughes from ownership by GM in the proposed transactions is expected to provide greater flexibility to Hughes in pursuing business and strategic opportunities that may become available to it in the future, including greater opportunity to access financing for its future capital needs, than might be possible if GM continued to own Hughes. Also, as a result of the proposed transactions, GM Class H common stockholders will no longer be holders of a tracking stock of GM reflecting the financial performance of Hughes; they will instead become holders of an asset-based stock of Hughes, and will also receive shares of News Corporation Preferred ADSs and/or cash. See Description of the Transactions The Hughes Split-Off. In addition, as described in greater detail above at GM s and Hughes Reasons for the Transactions, the affiliation of Hughes with News Corporation and its affiliates will permit Hughes to benefit from News Corporation substantial experience in the multi-channel video programming distribution market.

Premium Valuation of Hughes. The terms of the proposed transactions, as negotiated with News Corporation, provided a premium valuation to GM and GM Class H common stockholders for all or a portion of their economic interests in Hughes, as applicable. As a specific measure of this premium valuation, based on the closing prices of GM Class H common stock and News Corporation Preferred ADSs on April 9, 2003, the last trading day before the announcement of the transactions, and on the implied exchange ratio based on those prices, the former GM Class H common stockholders would receive in the News stock acquisition an implied premium of approximately 22.0% for their exchanged shares of Hughes common stock acquired by News Corporation in the News stock acquisition. As previously noted, based on certain assumptions described elsewhere in this document, this implied premium would apply to the approximately 0.17657 of each share of Hughes common stock exchanged for News Corporation Preferred ADSs and/or cash in the News stock acquisition. On the same basis of calculation, GM would receive the same implied premium of approximately 22.0% for the shares that GM would sell to News Corporation in the GM/News stock sale. The amount of this premium is subject to adjustment based on the collar mechanism discussed in greater detail elsewhere in this document. See The GM/News Stock Sale Determination of Exchange Ratio and The News Stock

Acquisition Determination of Exchange Ratio. In considering this aspect of the transactions, the Hughes board of directors, the GM capital stock committee and the GM board of directors considered the various aspects of the valuation and related analyses which the GM and Hughes financial advisors presented at their April 9, 2003 meeting. See Fairness Opinions of GM s Financial Advisors and Fairness Opinions of Hughes Financial Advisors below.

Liquidity for GM; Credit Rating Support. The transactions are expected to provide significant liquidity to GM in respect of its retained economic interest in Hughes, which will help to support the credit position of GM after the transactions. The anticipated liquidity will result primarily from:

- the GM/ News stock sale, in the amount of approximately $3.07 billion in cash and, in addition, up to approximately $0.77 billion in News Corporation Preferred ADSs and/or cash; and

- the $275 million special cash dividend from Hughes to GM as part of the Hughes split-off.

The purposes and effects of the special dividend are discussed separately below. Based on certain assumptions described elsewhere in this document, as a result of its receipt of the proceeds from the GM/News stock sale and the special cash dividend distribution from Hughes, GM will receive value of approximately $15.00 per notional share for its retained economic interest in Hughes pursuant to the transactions.

Tax Status of the Transactions. The terms of the proposed transactions were considered to have favorable tax consequences for GM and its stockholders in comparison to the other potentially available strategic transactions involving Hughes. The Hughes split-off share exchange is intended generally to be tax-free to GM and to GM common stockholders for U.S. federal income tax purposes. The GM/ News stock sale will be treated as a taxable disposition for U.S. federal income tax purposes by GM to News Corporation of GM s approximately 19.8% retained economic interest in Hughes. The News stock acquisition will be treated as a taxable disposition of approximately 17.7% of each share of Hughes common stock received by the former GM Class H common stockholders in the Hughes split-off share exchange, in respect of which gain or loss will recognized for U.S. federal income tax purposes. For more information, see Material Tax Consequences Relating to the Transactions. In considering alternative strategic transactions involving Hughes, the GM board of directors recognized that a fully taxable disposition of Hughes by GM could result in a level of corporate and stockholder tax so significant that it would make the transaction uneconomic in comparison with transactions structured to be generally accomplished on a tax-free basis.

In granting their approvals and making their recommendations, the Hughes board of directors, the GM capital stock committee, and the GM board of directors also considered a number of potentially material negative factors of pursuing the transactions, including the following:

Regulatory Concerns. There is a risk that the transactions might not receive required regulatory approvals or clearances from competition authorities in the United States and certain other countries, the FCC and telecommunications regulatory authorities in certain other countries and numerous state and local authorities, or that certain of these governmental authorities could bring an action seeking to prevent the transactions. There is also a risk that certain of these governmental authorities may attempt to impose onerous conditions on their approval or clearance of the transactions.

Competitive Risks During Pendency. The pendency of the transactions for many months following the announcement of the execution of the transaction agreements could have an adverse impact on Hughes ability to attract and retain customers and employees and otherwise weaken the competitive position of Hughes.

Preclusion of Other Potential Opportunities. Entering into the transaction agreements and pursuing the transactions would preclude Hughes and GM from pursuing other opportunities relating to Hughes that may become available to them during the period of many months during which the transactions would be pending.

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In addition to the positive and negative factors described above, in connection with its decisions, the GM board of directors (as well as the Hughes board of directors and the GM capital stock committee, as pertinent) considered:

- the deliberations of the Hughes board of directors, the GM capital stock committee and the GM board of directors concerning strategic transactions involving Hughes previously undertaken by Hughes and GM;
- the reports, presentations and recommendations of the Hughes management and the approvals and recommendations of the proposed transactions by the Hughes board of directors;
- the reports, presentations and recommendations of the GM management;
- that some of the directors and executive officers of Hughes have or may have interests in connection with the transactions that are different from, or in addition to, the interests of GM and GM stockholders;
- the advice, presentations and fairness opinions of Merrill Lynch and Bear Stearns regarding the proposed transactions;
- the advice, presentations and fairness opinions of Credit Suisse First Boston and Goldman Sachs regarding the merger that will implement the News stock acquisition;
- legal advice received with respect to the proposed transactions, including the tax consequences, the issues and prospects concerning needed regulatory approvals and the fiduciary duties of the officers and directors of Hughes and GM to Hughes, GM and both classes of GM common stockholders;
- the oversight by the GM capital stock committee of the development of the proposed transactions; its prior deliberations concerning the strategic alternatives available with respect to Hughes and the interests of the GM Class H common stockholders and the GM $1 2/3 par value common stockholders in those alternatives; and, its determination that, on the terms and subject to the conditions of the transaction agreements, the proposed transactions, taken as a whole, would be fair to both the GM Class H common stockholders and the GM $1 2/3 par value common stockholders and in the best interests of GM and its common stockholders and its recommendation that the GM board of directors approve the agreements relating to the transactions;
- the information previously provided to and reviewed by the GM board of directors, and the prior deliberations of the GM board of directors, concerning the business strategies and prospects of Hughes; and
- related matters reported on at the April 9, 2003 meeting and other previous meetings of the GM board of directors.

See GM s and Hughes Reasons for the Transactions, Alternatives to the Transactions Considered by GM and Hughes and Development the Transactions by GM and Hughes.

In considering the strategic alternatives available with respect to Hughes and in considering the proposed transactions with News Corporation, the GM board of directors recognized that the existence of two classes of GM common stock having separate dividend and other rights and powers could give rise to potential divergences between the interests of the two classes of GM common stock with regard to the contemplated transactions, and gave consideration to this potential divergence of interests in its deliberations. In this regard, in February 2003, the GM board of directors, consistent with established governance policies of GM, delegated to the GM capital stock committee (which consists solely of independent directors of GM) the responsibility to oversee the activities to be undertaken by the managements of GM and of Hughes in developing the terms of a possible strategic transaction involving Hughes. This responsibility included reviewing and making recommendations to the GM board of directors with regard to any such transaction that might be proposed by Hughes management or GM management, including the fairness to the holders of both classes of GM common stock of the process for determining the terms of a transaction, any conditions to approval or completion of such transaction that should be imposed in order to protect the interests of the

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holders of either class of GM common stock and the fairness of such transaction to the holders of each such class of stock.

The GM board of directors in delegating oversight of the development of a strategic transaction involving Hughes to the GM capital stock committee, and the GM capital stock committee in carrying out this oversight responsibility, considered the processes that should be followed by GM and Hughes in pursuing a possible strategic transaction involving Hughes. The establishment of separate, formal negotiating teams to represent the interests of the two classes of GM common stockholders in formulating the terms of a possible strategic transaction was considered but ultimately determined to be unnecessary under the circumstances. This process had not been used in the development of previous strategic transactions involving Hughes and it was considered that the interests of each class of GM common stockholders in those instances had been properly protected, represented and considered. Given the nature of the strategic transactions that were contemplated, the types of transactions in which various third parties had expressed potential interest, the potential areas of divergence in the interests of GM s two classes of common stockholders with respect to such transactions, the autonomy of Hughes management and the Hughes board of directors with regard to Hughes, the significant role which members of Hughes management were expected to continue to play in the affairs of Hughes after Hughes was separated from ownership by GM and the significant oversight role which the GM capital stock committee would play with respect to the activities of the managements of Hughes and GM in connection with the contemplated transactions, it was determined that there would be little practical benefit in having separate, formal negotiating teams.

In reaching this conclusion, the following factors were considered. In negotiating with News Corporation (or any other party) with regard to the terms of its investment in Hughes, particularly with regard to the total amount of consideration that such party would make available to Hughes stockholders (*i.e.*, to GM and to the former GM Class H common stockholders that will receive Hughes common stock in the Hughes split-off share exchange), the interests of the two classes of GM common stockholder did not diverge in a material way. To the extent the form or other terms of this consideration might differ as between GM and the former GM Class H common stockholders, so that the interests of the GM $1 2/3 par value and GM Class H common stockholders might diverge or conflict, having separate, formal negotiating teams was not considered likely to be helpful in balancing the interests of the two classes of common stockholders. The likely divergence in interest between the two classes of common stockholders in this respect would arise from GM s interest in liquidating its retained economic interest in Hughes, a consideration which would not meaningfully be addressed by separate, formal negotiating teams. Insofar as the transactions would involve separation-related matters and transactions between Hughes and GM incident to the Hughes split-off and, accordingly, have different consequences for GM s two classes of common stockholders, the interests of GM and the GM $1 2/3 par value common stockholders would be adequately addressed by GM management, while the interests of the GM Class H common stockholders would be adequately addressed by Hughes management and furthermore on some such matters would be congruent with the interests of News Corporation (or any other party) who would invest in Hughes in connection with the transactions, a party which would be independent of GM and Hughes and dealing with them at arms length. Accordingly, given GM s interest in liquidating its substantial retained economic interest in Hughes, the GM board of directors believed that the involvement of such independent party would help assure a fair outcome in such regard. Finally, the autonomy of Hughes management and the Hughes board of directors, the advice of independent financial advisors to each of Hughes and GM, the significant oversight role of the GM capital stock committee and the ability of the GM board of directors to exercise its own independent business judgment on such matters were considered as a substitute for the procedural protection that might in other circumstances be provided by separate, formal negotiating teams.

In concluding that the proposed transactions are fair to both classes of GM common stockholders, the GM capital stock committee initially and, then, the GM board of directors placed importance on fair processes having been followed in the development of the definitive terms of the proposed transactions. In this regard, the GM capital stock committee and the full GM board of directors confirmed with the Hughes and GM managements the full participation of Hughes management, along with its financial, accounting, tax, legal and other professional advisors (who were separate from those advising GM and its management), in the process of developing the terms of the Hughes split-off and related transactions, the GM/ News stock sale and the News stock acquisition and the similar participation of GM management along with its advisors and that both Hughes management and GM management had access to all relevant information available to the other. Both the Hughes management and the GM management had full and confidential access to the GM capital stock committee to discuss any reservations they had about the process or its outcome and their recommendations, as well as those of the Hughes board of directors, regarding the proposed transactions and other possible strategic alternatives for Hughes were sought and considered by the GM capital stock committee and the GM board of directors. See Development of the Transactions by GM and Hughes above. In addition, the GM capital stock committee and the GM board of directors considered that, consistent with the GM restated certificate of incorporation and the GM board policy statement regarding certain capital stock matters, the Hughes split-off, including the $275 million special cash dividend from Hughes to GM, would be subject to the approval or ratification, as applicable, of the holders of a majority of the outstanding shares of GM Class H common stock and the holders of a majority of the GM $1 2/3 par value common stock, each voting as a separate class, and also voting together as a single class based on their respective per share voting power in accordance with the GM restated certificate of incorporation.

In reviewing the fairness of the proposed transactions with News Corporation, the GM capital stock committee initially and then the GM board of directors considered, among other things, that as a consequence of the transaction GM would receive consideration for its retained economic interest in Hughes that was different in form than that which the GM Class H common stockholders would receive and that it differed in certain other respects. As part of the transactions, GM would sell to News Corporation all of the equity of Hughes which GM would own after the split-off share exchange and the consideration for such sale would in large part be, and might in its entirety be, in cash. The other holders of Hughes common stock (formerly the holders of GM Class H Common Stock) would not have the opportunity to sell all of their shares and might not receive any cash for the shares they would sell.

As indicated above, achieving increased liquidity in respect of GM s retained economic interest in Hughes was considered an important objective of GM in developing a strategic transaction relating to Hughes. From the standpoint of GM s strategic objectives and the interests of the GM $1 2/3 par value common stockholders, liquidity in the form of cash was of paramount interest and the amount of cash that GM would receive on account of the value of its retained economic interest in Hughes would depend on the valuation of Hughes achieved in the strategic transactions and on the availability of cash for payment of that value. As discussed above, it became clear in the development of the proposed transactions that GM would not be able to obtain a cash payment for most of its retained economic interest in Hughes unless the transactions were structured so as to apply all or most of the available cash for such purpose. Failing this, to achieve its liquidity objective in the near future, GM would have available the alternative of a public or private sale or exchange of its retained economic interest in Hughes. In light of this consideration, the GM capital stock committee and GM board of directors determined that, in order to balance GM s liquidity objectives with the other objectives of a strategic transaction regarding Hughes, it was appropriate for the form and certain other terms of the consideration to be received by GM and the GM Class H common stockholders to be different as long as the overall terms of the transaction were fair to both classes of GM common stockholders.

In assessing the effect of the difference in the form and certain of the other terms of the consideration which GM and the GM Class H common stockholders would receive on the fairness of the overall terms of the proposed transactions to the two classes of GM common stockholders, the GM capital stock committee initially and then the GM board of directors considered, in addition to the proposed terms of the GM/News stock sale and of the News stock acquisition and of the other terms of the Hughes split-off, the $275 million special cash dividend which GM would receive from Hughes in connection with the Hughes split-off. This was considered an important element of the proposed transaction, intended to address two primary considerations. The first was that, upon the separation of Hughes from GM pursuant to the transactions, the GM Class H common stockholders would receive, as provided in the split-off share exchange, one share of Hughes common stock for each share of GM Class H common stock. As a result, they would acquire an asset-based stock of Hughes for a tracking stock of GM, an exchange which was considered to benefit the GM Class H common stockholders because of the differences in the rights and powers of the two stocks. See GM Capital Stock

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GM s Dual-Class Common Stock Capital Structure below. This benefit was considered to have definite, if difficult to measure, value and providing for this one-share-for-one-share exchange of asset-based stock for tracking stock in the transactions was considered to constitute a transfer of value to the GM Class H common stockholders from GM and the GM $1 2/3 par value common stockholders. As the terms of a possible strategic transaction involving Hughes were developed, a special cash dividend from Hughes to GM was identified for consideration as part of the transaction in order to provide additional value to GM, for the benefit of the GM $1 2/3 par value common stockholders, to account for this factor.

The second consideration concerned GM s objective of significant increased liquidity from a strategic transaction involving Hughes. As discussed above, as the negotiations with News Corporation proceeded, it became clear that News Corporation was not prepared to commit to pay for all of GM s retained economic interest in Hughes in cash and that the amount payable by News Corporation for an investment in Hughes might not be sufficient to satisfy GM s strategic objectives with respect to liquidity for its retained economic interest in Hughes. From the perspective of GM s strategic objectives and the interests of the GM $1 2/3 par value common stockholders, the proposed transactions with News Corporation had to be considered in comparison with other alternatives potentially available to GM with respect to its retained economic interest in Hughes, such as a future private or public sale. As discussed above, as the final terms of the proposed transactions emerged in negotiations with News Corporation, GM management concluded that, taking into account all the risks and benefits of the proposed transactions to Hughes, GM, the GM Class H common stockholders and the GM $1 2/3 par value common stockholders, the proposed transactions with News Corporation were not necessarily better in this regard to GM and the GM $1 2/3 par value common stockholders than other reasonably available alternatives and that from this perspective a compelling case for going forward with the proposed transactions had not been established.

This reservation regarding News Corporation s proposal from the perspective of GM s strategic objectives and the interests of the GM $1 2/3 par value common stockholders was discussed between the GM and Hughes managements and the special cash dividend was focused on as an appropriate means for achieving GM s objective of increased liquidity in respect of its retained economic interest in Hughes, as discussed in greater detail above. As a result, following agreement between GM and Hughes with respect to the $275 million special cash dividend, GM and Hughes then negotiated with News Corporation regarding the inclusion as part of the Hughes split-off of the payment of the special dividend by Hughes to GM. A special dividend in the amount of $275 million was eventually agreed to with News Corporation and GM management ultimately concluded that the addition of the $275 million special dividend sufficiently balanced the risks and benefits of the proposed transactions to Hughes, GM, the GM $1 2/3 par value common stockholders and the GM Class H common stockholders to warrant going forward with the proposed transactions from the perspective of GM and the GM $1 2/3 par value common stockholders as well. Accordingly, the proposed transactions as presented by the managements of GM and Hughes to the Hughes board of directors, the GM capital stock committee and the GM board of directors included the $275 million special dividend, which was considered by them in considering the fairness of the proposed transactions.

With regard to the fairness of the proposed transactions to the GM Class H common stockholders and the GM $1 2/3 par value common stockholders, the GM capital stock committee initially and, then, the GM board of directors also considered significant the fairness opinions delivered by Merrill Lynch and Bear Stearns and the presentations by representatives of Merrill Lynch and representatives of Bear Stearns at the April 9, 2003 meeting relating to their respective fairness opinions. Each of Merrill Lynch and Bear Stearns provided at the April 9, 2003 meeting their respective opinion to the effect that, as of such date and based upon and subject to the assumptions, conditions, limitations and other matters set forth in the opinion, taking into account all relevant financial aspects of the proposed transactions, as of such date, the consideration to be provided to GM and the holders of GM Class H common stock, as applicable, in the proposed transactions is fair, from a financial point of view, to the holders of GM $1 2/3 par value common stock as a class and the holders of GM Class H common stock as a class, respectively. The opinions of Merrill Lynch and Bear Stearns and the financial analyses regarding their respective opinions are discussed below at Fairness Opinions of GM s Financial Advisors. GM asked each of Merrill Lynch and Bear Stearns to consider the fairness from a financial point of view to both the holders of GM $1 2/3 par value common stock as a class and the holders of GM Class H common stock as a class, of the consideration to be provided to GM and to the holders of GM Class H common stock, as applicable, in the proposed transactions (rather than asking one financial advisor to consider the fairness of the consideration only from the perspective of the holders of GM $1 2/3 par value common stock and another financial advisor to consider the fairness issues only from the perspective of the holders of GM Class H common stock), because, among other things, GM believed that such an approach and standard was consistent with and would best satisfy the fiduciary duties which the GM board of directors has to the holders of each class of GM common stock.

The GM capital stock committee and the GM board of directors also considered significant with regard to the fairness of the proposed transactions the fairness opinions delivered by Credit Suisse First Boston and Goldman Sachs and the presentations made by representatives of Credit Suisse First Boston and representatives of Goldman Sachs at the April 9, 2003 meeting relating to their respective fairness opinions. Each of Credit Suisse First Boston and Goldman Sachs provided at the April 9, 2003 meeting their respective opinion to the effect that, based upon and subject to the matters described in the opinion, as of the date of the opinion and based on market conditions as of that date, the consideration to be received by the holders of Hughes common stock in the merger is fair, from a financial point of view, to the holders of Hughes common stock (other than News Corporation and its affiliates) as of immediately prior to the merger. The opinions of Credit Suisse First Boston and Goldman Sachs and the financial analyses regarding their respective opinions are discussed below at Fairness Opinions of Hughes Financial Advisors.

In approving the proposed transactions, including in determining that the proposed transactions as a whole, on the terms and conditions of the transaction agreements, are fair to the holders of each class of GM common stock, the GM capital stock committee and the GM board of directors considered each of the foregoing factors, without assigning weights to any specific factor, and reached their conclusions considering all the factors together.

Based on the foregoing, among other considerations, the GM board of directors has determined that the transactions are advisable and in the best interests of GM and its common stockholders and that the transactions as a whole, on the terms and conditions of the transaction agreements, are fair to the holders of GM $1 2/3 par value common stock and to the holders of GM Class H common stock. The GM board of directors has approved the transactions by unanimous vote of all those directors present at the applicable meeting and recommends that the GM common stockholders vote to approve each of the proposals described in this document by executing and returning the enclosed consent card as soon as possible.

Pursuant to this consent solicitation, GM $1 2/3 par value common stockholders and GM Class H common stockholders are being asked, among other things, to approve the proposed amendment to the GM restated certificate of incorporation that facilitates the Hughes split-off and to ratify the new Hughes certificate of incorporation (including the excess stock provision), the Hughes split-off (including the $275 million special cash dividend from Hughes to GM), the GM/ News stock sale and the News stock acquisition. As further described elsewhere in this document, GM believes that ratification by GM s common stockholders of these matters should extinguish any claim by such stockholders (other than for waste, fraud or other similar misconduct or based on lack of proper disclosure) against GM and its directors based on these transactions, including a claim alleging unfairness of these transactions to either or both classes of GM common stockholders or alleging any deficiency in the process of developing the terms of these transactions or the GM board of directors consideration or approval of these transactions.

If the proposals relating to the transactions were to receive the requisite GM common stockholder approval, we currently believe that certain of the other applicable conditions to the completion of the transactions would not be satisfied (if satisfied at all) for some period of time after the receipt of the requisite GM common stockholder approval. Accordingly, it is possible that the transactions would not be completed for a significant period of time after the receipt of the requisite GM common stockholder approval. During any such time interval between the receipt of the requisite GM common stockholder approval and the satisfaction or waiver of all other conditions to the completion of the transactions, it is possible that circumstances relating to the business or financial condition of News Corporation of Hughes or financial, economic or other circumstances could change significantly and in a manner not considered at the time that the GM board of directors approved the transactions. You should understand that, despite any such change in circumstances that might occur during this period, it is not a condition to the completion of the transactions that the GM board of directors update its determination that the transactions are fair to both classes of GM common stockholders. The GM board of directors will not make any further determination with regard to fairness of the transactions to both classes of GM common stockholders during this period unless the GM board of directors considers taking any action that would change in any material respect the terms on which the transactions are to be completed from the terms provided by the transaction agreements, in which case the GM board of directors in considering such matters would consider, among other factors, the fairness of the transactions (as to be so revised) to the holders of both classes of GM common stock.

Fairness Opinions of GM s Financial Advisors

Descriptions of the fairness opinions of GM s financial advisors in connection with the transactions, Merrill Lynch and Bear Stearns, are set forth below. These descriptions are qualified in their entirety by reference to the full text of the opinions included in Appendix E to this document.

The fairness opinions described below relate to the proposed transactions described in this document, which primarily consist of:

- the Hughes split-off, which involves the distribution by Hughes to GM of a $275 million special cash dividend and the distribution by GM of approximately 80.2% of the common stock of Hughes to the GM Class H common stockholders in redemption of and in exchange for their shares of GM Class H common stock;
- the GM/News stock sale, which involves the sale by GM of its retained economic interest of approximately 19.8% in Hughes to a subsidiary of News Corporation; and
- the News stock acquisition, which involves the acquisition by a subsidiary of News Corporation of an additional approximately 14.2% of the outstanding common stock of Hughes from the former GM Class H common stockholders who received such shares in the Hughes split-off share exchange. News Corporation will implement the News stock acquisition by merging GMH Merger Sub into Hughes.

Merrill Lynch and Bear Stearns, in opining as to the fairness, from a financial point of view, of the consideration to be provided to GM and to the holders of GM Class H common stock, as applicable, in the transactions, took into account all relevant financial aspects of the transactions. For a more detailed description of the transactions, see Description of the Transactions The Hughes Split-Off, The GM/News Stock Sale and The News Stock Acquisition.

Merrill Lynch Fairness Opinion

On April 9, 2003, at a meeting of the GM board of directors held to consider the transactions, Merrill Lynch delivered to the GM board of directors its oral opinion, which opinion was later confirmed by delivery of a written opinion, that, as of such date and based upon and subject to the assumptions, conditions, limitations and other matters set forth in that opinion, taking into account all relevant financial aspects of the transactions taken as a whole, the consideration to be provided to GM and to the holders of the GM Class H common stock, as applicable, in the transactions is fair, from a financial point of view, to the holders of the GM $1 2/3 par value common stock as a class and to the holders of the GM Class H common stock as a class, respectively.

The full text of the Merrill Lynch written opinion, which sets forth the assumptions made, matters considered, and qualifications and limitations on the review undertaken, is included in Appendix E to this document and is incorporated into this document by reference. The summary of the opinion set forth in this document is qualified in its entirety by reference to the full text of the opinion. You are urged to read the Merrill Lynch opinion in its entirety. No limitations were imposed by GM or the GM board of directors with respect to the investigations made or procedures followed by Merrill Lynch in rendering its opinion.

The Merrill Lynch opinion was provided to the GM board of directors for its use and benefit and is directed only to the fairness, from a financial point of view, to the holders of GM $1 2/3 par value common stock as a class and to the holders of GM Class H common stock as a class, respectively, taking into account all relevant financial aspects of the transactions, taken as a whole, of the consideration to be provided to GM and to the holders of the GM Class H common stock in the transactions. The opinion of Merrill Lynch does not constitute a recommendation to any GM common stockholder as to whether such stockholder should vote to approve any of the proposals described in this document. The terms of the transactions were developed by the management of GM and Hughes and were approved by the GM board of directors and the Hughes board of directors.

The summary set forth below does not purport to be a complete description of the analyses underlying the opinion of Merrill Lynch. The preparation of a fairness opinion is a complex analytic process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, such an opinion is not readily susceptible to partial analysis or summary description. In arriving at its opinion, Merrill Lynch did not attribute any particular weight to any analysis or factor considered by it, but rather made qualitative judgments as to the significance and relevance of each analysis and factor. Accordingly, Merrill Lynch believes that its analyses must be considered as a whole and that selecting portions of its analyses, without considering all analyses, would create an incomplete view of the process underlying its opinion.

In performing its analyses, Merrill Lynch made numerous assumptions with respect to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of GM and Hughes. Any estimates contained in the analyses performed by Merrill Lynch are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than suggested by such analyses. In addition, estimates of the value of businesses or securities do not purport to be appraisals or to reflect the prices at which such businesses or securities might actually be sold. Accordingly, such analyses and estimates are inherently subject to substantial uncertainty. The opinion of Merrill Lynch was one of several factors taken into consideration by the GM board of directors in making its determination to approve the transactions. Consequently, the Merrill Lynch analyses described below should not be viewed as determinative of the decision of the GM board of directors with respect to the fairness from a financial point of a view to the holders of GM $1 2/3 par value common stock as a class and to the holders of GM Class H common stock as a class, respectively, of the consideration to be provided to GM and to the holders of the GM Class H common stock, as applicable, in the transactions.

In preparing its opinion, Merrill Lynch, among other things:

reviewed certain publicly available business and financial information relating to GM, Hughes and News Corporation that Merrill Lynch determined to be relevant;

reviewed certain information, including financial forecasts, relating to the business, earnings, cash flow, assets, liabilities and prospects of GM and Hughes furnished to Merrill Lynch by GM and Hughes, respectively;

conducted discussions with members of management of GM, Hughes and News Corporation concerning the matters described above, as applicable, as well as their respective businesses and prospects;

reviewed the market prices and valuation multiples for the GM Class H common stock and News Corporation Preferred ADSs and compared them with those of certain publicly traded companies that Merrill Lynch determined to be relevant;

reviewed the results of operations of Hughes and News Corporation and compared them with those of certain publicly traded companies that Merrill Lynch determined to be relevant;

participated in discussions and negotiations among representatives of GM, Hughes, News Corporation and their financial and legal advisors;

reviewed the potential pro forma impact of the transactions on the financial results, financial condition and capitalization of each of GM, Hughes and News Corporation;

reviewed drafts of the following, including any exhibits and attachments or schedules thereto:

- the stock purchase agreement;
- the proposed amendments to Article Fourth of the GM restated certificate of incorporation;
- the GM/Hughes separation agreement and ancillary separation agreements to be entered into in connection with the Hughes split-off as provided by the GM/Hughes separation agreement;
- the merger agreement; and
- the new Hughes certificate of incorporation and the new Hughes by-laws; and

- reviewed such other financial studies and analyses and took into account such other matters as Merrill Lynch determined necessary, including Merrill Lynch s assessment of general economic, market and monetary conditions.

In preparing its opinion, Merrill Lynch relied on the accuracy and completeness of all information supplied or otherwise made available to it, discussed with or reviewed by or for it, or publicly available, and Merrill Lynch did not assume any responsibility for independently verifying such information or undertake an independent evaluation or appraisal of any of the assets or liabilities of GM, Hughes or News Corporation, nor was it furnished with any such evaluation or appraisal, nor did Merrill Lynch evaluate the solvency or fair value of GM, Hughes or News Corporation under any state or federal laws relating to bankruptcy, or similar matters. In addition, Merrill Lynch did not assume any obligation to conduct any physical inspection of the properties or facilities of GM, Hughes or News Corporation. With respect to the financial forecast information furnished to or discussed with Merrill Lynch by GM and Hughes, Merrill Lynch assumed that they were reasonably prepared and reflected the best currently available estimates and judgments of GM s and Hughes managements as to the expected future financial performance of GM and Hughes, as the case may be. Further, in preparing its opinion, Merrill Lynch did not take into account the amount and timing of any potential revenue and cost savings synergies and related expenses which may result from the transactions.

Furthermore, in preparing its opinion, Merrill Lynch assumed that in the course of obtaining the necessary regulatory or other consents or approvals, including contractual, governmental or otherwise, for the transactions, no restrictions, including any divestiture requirements or amendments or modifications, will be imposed that would have a material adverse effect on the contemplated benefits of the transactions. In addition, Merrill Lynch assumed that each of the transactions will be completed in a timely manner and in accordance with their terms as contemplated by the various agreements and other documents referred to in the Merrill Lynch opinion. Merrill Lynch was advised by GM, and it assumed, that:

as a result of the amendment to Article Fourth of the GM restated certificate of incorporation, the provisions of Article Fourth, Division I, Section (c) of the GM restated certificate of incorporation should not apply to the transactions; and

GM would be responsible for no contingent liabilities of Hughes which are material in the aggregate as a result of the completion of the transactions.

Merrill Lynch also assumed that there will be no material adverse effect on GM, Hughes or News Corporation from the accounting treatment of the transactions. The opinion of Merrill Lynch is necessarily based upon market, economic and other conditions as they existed and could be evaluated, and on the information made available to Merrill Lynch, as of the date of the Merrill Lynch opinion. During the course of its engagement, Merrill Lynch was asked by the GM board of directors to solicit indications of interest from various third parties regarding a transaction involving Hughes, and Merrill Lynch considered the results of such solicitation in rendering its opinion. Merrill Lynch expressed no opinion as to the prices at which (1) the GM $1 2/3 par value common stock, the GM Class H common stock or the News Corporation Preferred ADSs will trade subsequent to the announcement or completion of the transactions and (2) the Hughes common stock will trade following completion of the transactions. In addition, Merrill Lynch s opinion does not in any manner address the merits of the underlying decision by GM or Hughes to engage in the transactions. Further, Merrill Lynch was not requested to opine as to, and its opinion does not in any manner address, the fairness to, or any other consideration of, the holders of any class of securities, creditors or others constituencies of GM, other than the holders of the GM $1 2/3 par value common stock and the holders of the GM Class H common stock.

In preparing its opinion, Merrill Lynch also assumed that the Hughes split-off share exchange will be treated as a tax-free distribution under Section 355 and the related provisions of the Code.

As part of its investment banking business, Merrill Lynch is engaged continually in the valuation of businesses and their securities in connection with mergers and acquisitions and strategic transactions and for other purposes. Merrill Lynch was retained by GM because Merrill Lynch is an internationally recognized investment banking firm, with substantial experience in complex strategic transactions, and because Merrill

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Lynch was familiar with GM, including its capital structure, and Hughes. Pursuant to an engagement letter, GM agreed to pay Merrill Lynch fees of:

$1,000,000 on the date of such engagement letter (which amount is credited towards the amount payable under the third bullet below);

$500,000 payable upon delivery of its fairness opinion (which amount is credited towards the amount payable under the third bullet below); and

between $10,000,000 and $24,000,000 after the completion of the transactions, such amount to be determined by GM after consultation with Merrill Lynch and based upon the difference in the value of the interests of the GM $1 2/3 par value common stockholders and GM Class H common stockholders in Hughes at the time of announcement and those interests around the time of the completion of the transactions.

GM also agreed to reimburse Merrill Lynch for its reasonable out-of-pocket expenses incurred in connection with Merrill Lynch s activities under the engagement letter, including the reasonable fees and disbursements of its legal counsel, and to indemnify Merrill Lynch and certain related persons and entities for certain liabilities, including liabilities under securities laws, related to or arising out of its engagement.

Merrill Lynch has, in the past, provided financial advisory and financing services to GM, News Corporation and their respective affiliates and may continue to do so, and Merrill Lynch has received, and may receive, fees for the rendering of such services. In addition, in the ordinary course of its business, Merrill Lynch may actively trade shares of the GM $1 2/3 par value common stock, the GM Class H common stock, other securities of GM, News Corporation Preferred ADSs and News Corporation Ordinary ADSs for its own account and for the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities.

Set forth below is a summary of the material financial analyses performed by Merrill Lynch in connection with the preparation of the opinion of Merrill Lynch dated April 9, 2003. **The financial analyses summarized below include information presented in tabular format. In order to understand fully Merrill Lynch s financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data in the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Merrill Lynch s analyses.**

Pursuant to the transactions:

in the case of the holders of GM Class H common stock, they will own 66% of the aggregate number of shares of Hughes common stock outstanding upon the completion of the transactions, as well as News Corporation Preferred ADSs and/or cash, and the GM Class H common stock will be redeemed and cancelled; and

in the case of the holders of GM $1 2/3 par value common stock, GM will receive cash and, in some circumstances, News Corporation Preferred ADSs for its retained economic interest in Hughes, as well as the $275 million special cash dividend from Hughes.

Pursuant to the terms of the merger agreement, holders of Class H common stock will receive from News Corporation consideration of approximately $14.00 per share for the shares of Hughes common stock that are being converted into News Corporation Preferred ADSs and/or cash, subject to certain adjustment mechanisms set forth in the merger agreement and based on certain assumptions described elsewhere in this document. Pursuant to the terms of the stock purchase agreement, GM will receive from News Corporation consideration of approximately $14.00 per share for its retained economic interest in Hughes, subject to certain adjustment mechanisms set forth in the stock purchase agreement and based on certain assumptions described elsewhere in this document. For more information about the consideration that GM and the holders of GM Class H common stock will receive in the transactions, see The Transactions Description of the

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Transactions The Hughes Split-Off, The GM/News Stock Sale and The News Stock Acquisition.

Merrill Lynch performed the analyses detailed below with respect to the impact of the transactions on GM s credit rating and earnings per share which were deemed to be relevant by Merrill Lynch to the holders of the GM $1 2/3 par value common stock because of their continued ownership in GM after the completion of the transactions. Merrill Lynch examined the impact of the GM/News stock sale and the $275 million special cash dividend received by GM in the GM/Hughes separation and whether such transactions would improve the credit profile of GM and whether and by how much the earnings per share of GM would increase or decrease because of the transactions. See GM Background and Considerations Credit Rating Impact Considerations for GM and Earnings Impact Considerations for GM.

Hughes Analysis. Merrill Lynch performed a sum-of-the-parts valuation of each of Hughes principal businesses and significant investments in order to derive an implied per share equity value for Hughes. Merrill Lynch examined and independently valued DIRECTV, DIRECTV Latin America, PanAmSat, Hughes Network Systems, Hughes public and private investments and Hughes corporate overhead and reserve allocation. The corporate reserve allocation represents an estimate by Hughes management of future cash expenses which are not otherwise directly allocated to any of the business units of Hughes.

Using the sum-of-the parts valuation analyses described below for each of Hughes principal businesses and significant investments, Merrill Lynch estimated the per share value of Hughes, on a consolidated basis, to be:

	Low	High
Implied Equity Value per Share	$10.75	$ 15.00

DIRECTV. Merrill Lynch performed a discounted cash flow, or DCF, analysis of DIRECTV using projections provided by Hughes management.

The DCF for DIRECTV, which includes the cash flow associated with National Rural Telecommunications Cooperative subscribers, was calculated assuming discount rates ranging from 9.5% to 11.5% and was comprised of the sum of the present values of:

- the projected cash flows for the second quarter of 2003 through the fiscal year ended December 31, 2007; and
- the 2007 terminal value based upon a range of multiples of estimated 2007 earnings before interest, taxes, depreciation and amortization, which is referred to as EBITDA, from 9.0x to 11.0x.

	Low	High
	(in millions)	
DCF Value of DIRECTV	$ 14,121	$ 18,247

Using publicly available information, Merrill Lynch compared selected historical stock, financial and operating data and ratios for DIRECTV with corresponding data and ratios of similar publicly traded companies. DIRECTV is not a publicly traded company. However, Merrill Lynch inferred a public trading value for DIRECTV by:

- calculating total enterprise value for Hughes based on public market values at April 4, 2003; and
- subtracting therefrom the estimated sum-of-the-parts enterprise value for all non-DIRECTV related assets.

The similar publicly traded companies were selected by Merrill Lynch based upon Merrill Lynch s views as to the comparability of the financial and operating characteristics of these companies to DIRECTV.

The companies included in the DIRECTV comparable company analysis were:

- British Sky Broadcasting Group plc;
- EchoStar Communications Corporation; and

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Pegasus Communications Corporation.

Merrill Lynch derived an estimated valuation range for DIRECTV by comparing estimated current enterprise value as a multiple of estimated 2003 subscribers and as a multiple of estimated 2003 EBITDA. The results of these analyses were as follows:

Comparable Company Analysis	Low	High
Estimated 2003 Subscriber Multiple	$ 1,838	$ 2,115
Estimated 2003 EBITDA Multiple	13.0x	25.1x

Using these analyses, and applying a range of $1,400 to $1,800 per estimated 2003 subscriber multiple and an estimated 2003 EBITDA multiple range of 15.0x to 20.0x, Merrill Lynch estimated the following ranges of value for DIRECTV as of March 31, 2003:

Implied Value of DIRECTV	Low	High
	(in millions)	
Estimated 2003 Subscriber Multiple	$ 14,630	$ 18,750
Estimated 2003 EBITDA Multiple	$ 12,525	$ 16,700

Based on the DCF valuation and comparable company analysis Merrill Lynch assigned the following reference range of values to the DIRECTV segment:

	Low	High
	(in millions)	
Reference Range Value	$ 14,000	$ 18,000

DIRECTV Latin America. Merrill Lynch derived an estimated equity valuation range for Hughes interest in DIRECTV Latin America Holdings, Inc. and its subsidiaries and affiliated entities, including DTVLA (collectively, DIRECTV Latin America) through a discounted cash flow analysis, using in-court restructuring projections provided by Hughes management. The DCF assumes discount rates of 25.0% to 35.0% and was comprised of the sum of the present values of:

the projected cash flows for the second quarter of 2003 through the fiscal year ended December 31, 2007, and

the 2007 terminal value based free cash flow growing at a rate between 10.0% and 12.0% in perpetuity.

	Low	High
	(in millions)	
DCF Value of DIRECTV Latin America	$ 61	$ 525

Due to DTVLA s recent bankruptcy filing and the significant indebtedness of DTVLA which has priority over any equity claims, the value of Hughes existing equity interest in DIRECTV Latin America was assumed to be zero. Further, Hughes has also committed to provide DTVLA with a debtor-in-possession (which we sometimes refer to as DIP) facility in an aggregate amount of $300 million. Given the uncertainties associated with DTVLA s plan of reorganization and Hughes ability to fully recover the DIP financing, Merrill Lynch assigned the following current reference range of values to the DIRECTV Latin America segment:

	Low	High
	(in millions)	
Reference Range Value	$ (300)	$ 300

PanAmSat. Merrill Lynch performed a DCF analysis of PanAmSat using projections provided by Hughes management.

The DCF value of the approximately 81% indirect interest of Hughes in PanAmSat, or approximately 120.8 million shares of common stock of PanAmSat, was calculated assuming discount rates ranging from

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9.0% to 11.0%, $1,732 million of net debt attributable to PanAmSat and was comprised of the sum of the present values of:

the projected cash flows for the second quarter of 2003 through the fiscal year ended December 31, 2007; and

the 2007 terminal value based upon a range of multiples of estimated 2007 EBITDA, from 4.0x to 6.0x.

	Low	High
	(in millions)	
DCF Value of Hughes Indirect Interest in PanAmSat	$ 1,609	$ 2,595

Using publicly available information, Merrill Lynch compared selected historical stock, financial and operating data and ratios for PanAmSat with corresponding data and ratios of similar publicly traded companies. These companies were selected by Merrill Lynch based upon Merrill Lynch s views as to the comparability of the financial and operating characteristics of these companies to PanAmSat.

The companies included in the PanAmSat comparable company analysis were:

Asia Satellite Telecommunications Holdings Limited;

JSAT Corporation;

New Skies Satellites N.V.; and

SES Global S.A.

Merrill Lynch derived an estimated value of the approximately 81% indirect interest of Hughes in PanAmSat by comparing estimated current enterprise value as a multiple of estimated 2003 revenue and also as a multiple of estimated 2003 EBITDA. The results of these analyses were as follows:

Comparable Company Analysis	Low	High
Estimated 2003 Revenue Multiple	2.51x	4.38x
Estimated 2003 EBITDA Multiple	4.5x	6.7x

Using these analyses, and applying an estimated 2003 revenue multiple range of 3.0x to 5.0x and an estimated 2003 EBITDA multiple range of 5.0x to 7.0x, Merrill Lynch estimated the following ranges of value for the approximately 81% indirect interest of Hughes in PanAmSat, based on $1,732 million of total net debt at PanAmSat as of March 31, 2003:

Implied Value of Hughes Indirect Interest in PanAmSat	Low	High
	(in millions)	
Estimated 2003 Revenue Multiple	$ 620	$ 1,963
Estimated 2003 EBITDA Multiple	$ 1,002	$ 1,960

In addition, Merrill Lynch considered both the 52-week trading range of PanAmSat s common stock and the range of price targets published by Wall Street equity research analysts as of April 4, 2003. The resulting values of Hughes investment are based on Hughes approximately 81% indirect interest in PanAmSat:

Low	High
(in millions)	

52-Week Trading Range	$	1,552	$	3,099
Research Analyst Price Targets	$	1,285	$	2,537

Using these analyses, Merrill Lynch believed the current public market value of Hughes indirect stake in PanAmSat to be reasonably proximate to its theoretical intrinsic value. Based on approximately 120.8 million shares of PanAmSat common stock owned by Hughes subsidiaries (approximately 81%) and the April 4, 2003 closing price of $14.75, the public market value of Hughes indirect stake in PanAmSat, as of April 4, 2003, is calculated to be $1,782 million.

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Hughes Network Systems. Merrill Lynch performed a DCF analysis of Hughes Network Systems using projections provided by Hughes management.

The DCF for Hughes Network Systems was calculated assuming discount rates ranging from 12.0% to 14.0% and was comprised of the sum of the present values of:

- the projected cash flows for the second quarter of 2003 through the fiscal year ended December 31, 2007; and
- the 2007 terminal value based upon a range of multiples of estimated 2007 revenue from 0.50x to 1.00x.

	Low	High
	(in millions)	
DCF Value of Hughes Network Systems	$ 849	$ 1,642

Using publicly available information, Merrill Lynch compared selected historical stock, financial and operating data and ratios for Hughes Network Systems with corresponding data and ratios of similar public companies. These companies were selected by Merrill Lynch based upon Merrill Lynch s views as to the comparability of the financial and operating characteristics of these companies to Hughes Network Systems.

The companies included in the Hughes Network Systems comparable company analysis were broken into three segments: Enterprise, Set-Top and Carrier.

The Enterprise companies were:

- ViaSat, Inc.; and
- Gilat Satellite Networks, Ltd.

The Set-Top companies were:

- Scientific-Atlanta, Inc.;
- Pace Micro Technology plc; and
- THOMSON S.A.

The Carrier companies were:

- ECI Telecom Ltd.;
- Harris Corporation; and
- Tellabs, Inc.

Merrill Lynch derived an estimated valuation range for Hughes Network Systems by comparing estimated current enterprise value as a multiple of 2003 revenue.

Comparable Company Analysis	Low	High
Estimated 2003 Enterprise Revenue Multiple	0.64x	1.41x
Estimated 2003 Set-Top Revenue Multiple	0.30x	0.87x
Estimated 2003 Carrier Revenue Multiple	0.22x	0.86x

Merrill Lynch also assumed that the investment that Hughes Network Systems has made in Spaceway is currently valued at approximately 0.50x to 1.00x of the invested capital. Using these analyses, and applying an

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estimated 2003 revenue multiple range of 0.50x to 1.00x to Hughes Network Systems Enterprise, Set-Top and Carrier revenue, Merrill Lynch estimated the following ranges of values:

Value of Hughes Network Systems	Low	High
	(in millions)	
Based on:		
Estimated 2003 Revenue Multiple/SPACEWAY Invested Capital Multiple	$ 1,013	$ 2,026

In addition, Merrill Lynch considered the range of valuations by certain Wall Street equity research analysts as of April 4, 2003. After excluding the highest and lowest values, the resulting values were as follows:

	Low	High
	(in millions)	
Research Analyst Valuation Range	$ 944	$ 1,736

Based on the DCF valuation, the comparable company/ invested capital analysis and the Wall Street equity research valuation, Merrill Lynch has assigned the following reference range of values to the Hughes Network Systems segment:

	Low	High
	(in millions)	
Reference Range Value	$ 1,000	$ 2,000

Public Investments. Merrill Lynch valued Hughes aggregate investments in the publicly traded shares of common stock of the following companies at $220 million based on the their respective closing prices and applicable currency exchange rates as of April 4, 2003:

Hughes Software Systems Ltd.;

NextWave Telecom Inc.;

XM Satellite Radio Holdings Inc.;

TiVo Inc.;

Nippon Avionics Co., Ltd.;

Globecomm Systems Inc.;

PT Pasifik Satelit Nusantra; and

Crown Media Holdings, Inc.

Private Investments. Merrill Lynch valued Hughes aggregate investments in private companies at $155 million based on their respective book values as of April 4, 2003:

Via Digital;

Technologies for Information & Entertainment;

Medical Science Partners;

Digital Media & Communications, II & III-C;

Tata Teleservices Limited;

ChinaCast Technology (BVI) Limited;

Hughes Escorts Communications Limited; and

One Touch Systems, Inc.

Corporate Reserve Allocation. Merrill Lynch performed a DCF analysis of the net cash flow effect of the corporate overhead and reserve allocations of Hughes using projections provided by Hughes management.

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Based on estimates provided by Hughes management, Merrill Lynch valued the present value of the Hughes net operating losses to be $159 million. Merrill Lynch also calculated the DCF for the corporate contingency and overhead allocations, assuming a discount rate of 10.0%, based upon the sum of the present values of:

the projected cash flows for the second quarter of 2003 through the fiscal year ended December 31, 2007; and

the 2007 terminal value based upon a range of assumed perpetual growth rates for the net cash flow effect of 1.0% to 2.0%.

	Low	High
	(in millions)	
DCF Value of Corporate Contingency	$ 1,150	$ 1,275

Using the analysis, Merrill Lynch estimated the value of corporate contingency and overhead allocations to be between ($1,100) million and ($1,300) million, as of March 31, 2003.

Hughes on a Consolidated Basis. Using the analyses described above for each of Hughes principal businesses and significant investments, Merrill Lynch estimated the reference range of values and the range of per share value of the consolidated Hughes based on 1,382 million shares (*i.e.*, the GM Class H dividend base) including 1,108 million shares of GM Class H common stock and 274 million notional shares representing GM s retained economic interest in Hughes, options to acquire one million shares of GM Class H common stock with a weighted average exercise price of $7.20, options to acquire 30 million shares of GM Class H common stock with a weighted average exercise price of $12.38, $279 million of net debt and $460 million estimated value of contingent liabilities as of March 31, 2003:

	Low	High
	(in millions)	
Reference Range Value	$ 14,818	$ 20,618

	Low	High
Implied Equity Value per Share	$ 10.75	$ 15.00

Relative Valuation of Direct Broadcast Satellite Assets. Merrill Lynch compared the appropriate public enterprise valuation multiples of EchoStar s core direct broadcast satellite assets, the DISH Network, versus Hughes core direct broadcast satellite assets, DIRECTV. This analysis was performed in order to confirm that the implied multiples for DIRECTV based on Merrill Lynch s reference range were in line with the implied multiples for the DISH Network operated by EchoStar, which Merrill Lynch believed to be the closest comparable public company to DIRECTV. EchoStar s core direct broadcast satellite assets were valued by taking EchoStar s publicly traded enterprise value as of April 4, 2003 and subtracting the estimated sum-of-the-parts value of the non-direct broadcast satellite assets. Hughes core direct broadcast satellite assets were valued using our reference range for DIRECTV. See DIRECTV.

Direct Broadcast Satellite Asset Value as a Multiple of:	DISH at Market	DIRECTV at $14,000	DIRECTV at $18,000
Actual 2002 Subscribers	$ 2,077	$ 1,474	$ 1,895
Estimated 2003 Subscribers	$ 1,844	$ 1,366	$ 1,757
Estimated 2004 Subscribers	$ 1,698	$ 1,291	$ 1,660
Actual 2002 Direct Broadcast Satellite EBITDA	22.7x	16.8x	21.6x
Estimated 2003 Direct Broadcast Satellite EBITDA	15.5x	12.0x	15.5x
Estimated 2004 Direct Broadcast Satellite EBITDA	11.3x	9.0x	11.6x

This analysis indicates that the implied multiples for DIRECTV based on Merrill Lynch s reference range were in line with the implied multiples for the DISH Network on a stand-alone basis based on its implied publicly traded value, as of April 4, 2003.

News Corporation Trading Performance. Merrill Lynch reviewed the trading performance of News Corporation securities over the last twelve months relative to the S&P 500 Index and a weighted composite of

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diversified entertainment companies in order to ascertain whether the current valuation levels of News Corporation securities were in line with both its comparable companies and historical performance. The composite included the following companies:

AOL Time Warner Inc.;

Viacom Inc.; and

The Walt Disney Company.

	News Corporation Preferred ADSs	Diversified Entertainment Composite	S&P 500
Stock Performance over Previous 12 Months, as of April 4, 2003	0.4%	(32.8%)	(22.0%)

This analysis indicates that the News Corporation Preferred ADSs have performed better than both of the comparable companies and the overall market over the previous twelve months.

Merrill Lynch also analyzed the relative valuation of News Corporation Preferred ADSs relative to its diversified entertainment comparable companies.

	News Corporation	AOL Time Warner	Viacom	Walt Disney
2003 EBITDA Multiple	11.2x	9.5x	13.4x	11.2x
2003 EPS Multiple	31.5x	15.6x	27.4x	26.0x

This analysis indicates that News Corporation Preferred ADSs generally trade in line with its diversified entertainment comparable companies.

Finally, Merrill Lynch analyzed the relative valuation of the News Corporation Preferred ADSs (NWS.A) and News Corporation Ordinary ADSs (NWS) over the last twelve months.

	Low	Average	High
Relative Premium/(Discount) of NWS.A to NWS Over Previous 12 Months, as of April 4, 2003	(13.7%)	(15.7%)	(17.6%)

This analysis indicates that the 17.3% discount of the NWS.A compared to NWS is generally in line with historical discounts observed over the last twelve months.

Consideration to be Received by GM and GM Class H Common Stockholders. Merrill Lynch reviewed the consideration received by GM in the transactions in light of the consideration received by the GM Class H common stockholders, and vice versa. Merrill Lynch noted that:

GM would receive a fixed value of $14.00 per Hughes share in cash and, in certain circumstances, News Corporation Preferred ADSs, subject to the collar mechanism, for its entire interest.

The GM Class H common stockholders would receive asset-based stock of Hughes in the form of Hughes common stock in exchange for approximately 82.4% of their current shares of GM Class H common stock, which is a tracking stock of GM, and would thus benefit from the exchange of tracking stock for asset-based stock. The GM Class H common stockholders would also receive News Corporation Preferred ADSs, or up to 100% cash at News Corporation s option, for approximately 17.6% of their shares of Hughes common stock received in the Hughes split-off share exchange at a fixed value of $14.00 per share, subject to the collar mechanism. The $14.00 price per share translates into an 8.7% and 17.6% premium to the approximate mid-point of the sum-of-the-parts valuation range of $12.88 per share and the GM Class H common stock closing price on April 4, 2003 of $11.90 per share, respectively. Assuming that the GM Class H common stockholders would receive 100% News Corporation Preferred ADSs (and no cash in the News stock acquisition), they would obtain a 6.9% to 9.9% pro forma ownership stake in the total capital stock of News Corporation based on the top and bottom ends of the collar, respectively.

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In addition, GM would receive a $275 million special cash dividend from Hughes, which represents approximately $0.20 per share included in the GM Class H dividend base and 1.6% of the implied equity value, based on the GM Class H common stock closing price on April 4, 2003 of $11.90 per share. As a result of its 100% ownership of Hughes, GM controls Hughes. Because they are stockholders of GM (and not Hughes), GM Class H common stockholders do not have any direct voting or liquidation rights in Hughes. In selected precedent transactions, where a premium was paid for high vote shares, this resulted in an aggregate premium paid to the controlling shareholder varying from 0.8% to 9.4% of the total equity value.

The $14.00 per Hughes share consideration that GM would receive for 100% of its retained economic interest in Hughes represents a premium of $254 million to $474 million relative to the blended consideration received by the GM Class H common stockholders assuming the approximate midpoint of the sum-of-the-parts valuation range of $12.88 per share and the GM Class H common stock closing price on April 4, 2003 of $11.90 per share, respectively. If taken together with the $275 million special cash dividend, the implied premium to GM is within the range of premiums observed in precedent transactions noted above.

Credit Rating Impact Considerations for GM. Merrill Lynch evaluated the potential impact to the financial position and credit rating of GM resulting from the proposed transactions. The appropriate credit statistics of GM were compared before and after giving effect to the proposed Hughes split-off (including the receipt by GM of the $275 million special cash dividend from Hughes) and the GM/News stock sale and assuming the transactions closed on December 31, 2003. GM was analyzed excluding the financial results of GMAC.

	GM Excluding GMAC	
	Last 12 Months as of December 2002	**Pro Forma GM (Excluding Hughes)**
EBITDA/ Gross Interest Expense	13.1x	38.5x
Total Debt/EBITDA	1.8x	1.2x
Total Debt/Book Capitalization	262.6%	Not Material
EBITDA-Capital Expenditures/ Interest	4.3x	15.9x
Net Liquidity ($ billion)	$ 0.3	$ 6.4

This analysis indicates that GM s credit statistics would improve on a pro forma basis after giving effect to the transactions.

Earnings Impact Considerations for GM. Merrill Lynch examined the pro forma impact to GM s earnings per share, or EPS, calculated for the GM $1 2/3 par value common stockholders after giving effect to the proposed Hughes split-off (including the receipt by GM of the $275 million special cash dividend from Hughes) and the GM/News stock sale (assuming such transactions were completed as of December 31, 2002).

Projected EPS	**Estimated 2003**	**Estimated 2004**
GM(1)(2)	$ 4.57	$ 5.18
Less: GMH Earnings/(Loss)(2)	(0.12)	0.03
Plus: Saved Interest Expense(3)	0.22	0.22
Pro Forma EPS	$ 4.91	$ 5.37
Accretion ($)	$ 0.34	$ 0.19
Accretion (%)	7.5%	3.6%

(1) Assumes $14.00 price per share in the GM/News stock sale. Excludes impact of accounting gain on sale of assets. Assumes 20% of total proceeds of $3.8 billion paid in News Corporation Preferred ADSs and retained by GM.

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(2) Source: First Call earnings estimates for GM as of April 3, 2003. GM Class H common stock earnings taken from Hughes management projections. Assumes 19.9% of GMH s projected earnings/(loss) attributable to GM $1 2/3 par value common stockholders, with 561 million shares outstanding.

(3) Assumes 6% weighted average interest expense and 38.0% tax rate.

This analysis indicates that GM s earnings per share for the GM $1 2/3 par value common stock would be higher on a pro forma basis after giving effect to the transactions.

Bear Stearns Fairness Opinion

GM retained Bear Stearns as a financial advisor in connection with the transactions in accordance with the terms of an engagement letter between GM and Bear Stearns. GM selected Bear Stearns to act as one of its financial advisors and to render its fairness opinion in connection with the transactions based on Bear Stearns qualifications, expertise and reputation in providing advice to companies in the media and communications industries as well as its prior investment banking relationship and familiarity with GM.

At the April 9, 2003 meeting of the GM board of directors, Bear Stearns delivered its oral opinion, which opinion was later confirmed by delivery of a written opinion, to the effect that, as of the date of the opinion and based upon and subject to the various conditions, assumptions, limitations, and other matters set forth in the opinion, taking into account all relevant financial aspects of the transactions taken as a whole, the consideration to be provided to GM and to the GM Class H common stockholders, as applicable, in the transactions is fair, from a financial point of view, to the GM $1 2/3 par value common stockholders as a class and to the GM Class H common stockholders as a class, respectively.

The full text of the Bear Stearns fairness opinion is included in Appendix E hereto. You are urged to read the Bear Stearns fairness opinion in its entirety for assumptions made, matters considered and limits of the review by Bear Stearns in arriving at its opinion. The Bear Stearns fairness opinion was directed to the GM board of directors and relates only to the fairness, from a financial point of view, to the GM $1 2/3 par value common stockholders as a class and to the GM Class H common stockholders as a class, respectively, taking into account all relevant financial factors and aspects of the transactions taken as a whole, of the consideration to be provided to GM and to the GM Class H common stockholders in the transactions, and does not constitute a recommendation to the GM board of directors or any GM common stockholder as to whether such stockholder should vote to approve any of the proposals described in this document. The summary of the Bear Stearns fairness opinion set forth in this document is qualified in its entirety by reference to the full text of the opinion.

In connection with rendering its opinion at the April 9, 2003 GM board of directors meeting, Bear Stearns, among other things:

- reviewed drafts (including any exhibits thereto) dated April 9, 2003 of: the stock purchase agreement; the GM/Hughes separation agreement; the merger agreement; the proposed amendments to Article Fourth of the GM restated certificate of incorporation; and the proposed new Hughes certificate of incorporation and by-laws;

- reviewed GM s restated certificate of incorporation and by-laws, each as of April 9, 2003, and GM s Annual Reports to Shareholders for the years ended December 31, 2000 through 2001, its Annual Reports on Form 10-K for the years ended December 31, 2000 through 2002, its Quarterly Reports on Form 10-Q for the periods ended March 31, 2002, June 30, 2002 and September 30, 2002 and its Reports on Form 8-K for the three years ended April 9, 2003;

- reviewed Hughes certificate of incorporation and by-laws, each as of April 9, 2003, and Hughes Annual Reports to Shareholders for the years ended December 31, 2000 through 2001, its Annual Reports on Form 10-K for the years ended December 31, 2000 through 2002, its Quarterly Reports on Form 10-Q for the periods ended March 31, 2002, June 30, 2002 and September 30, 2002 and its Reports on Form 8-K for the three years ended April 9, 2003;

reviewed PanAmSat s Annual Reports to Shareholders for the years ended December 31, 2000 through 2001, its Annual Reports on Form 10-K for the years ended December 31, 2000 through 2002, its Quarterly Reports on Form 10-Q for the periods ended March 31, 2002, June 30, 2002 and September 30, 2002 and its Reports on Form 8-K for the three years ended April 9, 2003;

reviewed News Corporation s Annual Reports to Shareholders and Annual Reports on Form 20-F for the fiscal years ended June 30, 2000 through 2002 and its Reports on Form 6-K for the three years ended April 9, 2003;

reviewed certain operating and financial information forecasts for the five years ended 2007, provided to Bear Stearns by management of Hughes and its related affiliates relating to their respective businesses and business prospects;

reviewed certain operating and financial information provided to Bear Stearns by management of News Corporation relating to News Corporation s businesses;

discussed with management of GM and Hughes the current business landscape related to Hughes businesses, the competitive environment of the media and satellite communications sectors and the strategic benefits of pursuing the transactions and discussed with management of News Corporation the businesses and competitive environment of News Corporation;

performed sum-of-the parts valuation analysis of Hughes based upon, among other things:

- historical prices, trading multiples and trading volumes of the common shares of Hughes and PanAmSat;
- financial data, stock market performance data and trading multiples of companies which Bear Stearns deemed generally comparable to Hughes significant businesses (DIRECTV, DIRECTV Latin America, PanAmSat and Hughes Network Systems entities (HNS));
- discounted cash flow analyses based on the projections furnished to Bear Stearns by Hughes of Hughes significant businesses (DIRECTV, DIRECTV Latin America, PanAmSat and certain cash flow components of HNS);

reviewed the historical prices, trading multiples and trading volumes of the News Corporation Preferred ADSs, preferred stock and ordinary shares of News Corporation;

reviewed financial data, stock market performance data and trading multiples of companies which Bear Stearns deemed generally comparable to News Corporation;

reviewed the pro forma financial results, financial condition and capitalization of GM, Hughes and News Corporation after giving effect to the transactions; and

conducted such other studies, analyses, inquiries and investigations as Bear Stearns has deemed appropriate.

In the course of its review, Bear Stearns relied upon and assumed, without independent verification, the accuracy and completeness of the financial and other information, including, among other things, the projections provided to it by GM and Hughes. With respect to the financial forecast information furnished to or discussed with it by GM and Hughes, Bear Stearns assumed that such information had been reasonably prepared and reflected the best then available estimates of the senior managements of GM and Hughes as to the expected future financial performance of GM and Hughes, as the case may be. Bear Stearns did not take into account the amount and timing of any potential revenue and cost savings synergies and related expenses which may result from the transactions. Bear Stearns has not assumed any responsibility for the independent verification of any such information or of the projections provided to it, and Bear Stearns has further relied upon the assurances of the senior managements of GM and Hughes that they are unaware of any facts that would make the information and projections provided to Bear Stearns incomplete or misleading. In arriving at its opinion, Bear Stearns has not performed or obtained any independent appraisal of the assets or liabilities (contingent or otherwise) of GM, Hughes, News Corporation, or GMH Merger Sub, nor has Bear Stearns been furnished with any such appraisals.

Furthermore, Bear Stearns has assumed that the Hughes split-off share exchange will qualify as a tax-free distribution under Section 355 and the relating provisions of the Code. GM also advised Bear Stearns, and Bear Stearns assumed, that as a result of the GM charter amendment, Article Fourth, Division I, Section (c) of the GM restated certificate of incorporation relating to the redemption of GM Class H common stock will not apply to the transactions.

Bear Stearns has assumed: (1) that the transactions will be completed in a timely manner and in accordance with the terms of the applicable transaction agreements without any limitations, restrictions, conditions, amendments or modifications, regulatory or otherwise, that collectively would have a material effect on GM, Hughes, News Corporation, or GMH Merger Sub; (2) that there will be no material adverse effect on GM, Hughes or News Corporation resulting from the accounting treatment of the transactions; and (3) that there will be no material adverse effect on GM resulting from any payments made by GM with respect to certain contingent liabilities of Hughes.

During the course of its engagement, Bear Stearns was asked by the GM board of directors to solicit indications of interest from various third parties regarding a transaction involving Hughes, and Bear Stearns considered such results when rendering its opinion. The terms of the transactions were developed by the management of GM and Hughes and were approved by the GM board of directors and the Hughes board of directors.

Bear Stearns has been previously engaged by GM, affiliates of GM and News Corporation to provide investment banking and financial advisory services for which Bear Stearns received customary fees. Bear Stearns is presently engaged as a financial advisor to News Corporation in respect of matters unrelated to the transactions. In the ordinary course of business, Bear Stearns may actively trade the equity and debt securities of GM, Hughes, News Corporation or their respective public affiliates for our own account and for the account of our customers and, accordingly, may at any time hold a long or short position in such securities.

The summary of certain analyses set forth below does not purport to be a complete description of the analyses underlying the fairness opinion of Bear Stearns. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to summary description. Bear Stearns believes that all of its analyses must be considered together, and that selecting any one analysis could create an incomplete view of the processes underlying its opinion. Moreover, the estimates contained in such analyses are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by such analyses. In addition, analyses relating to the value of businesses or securities do not purport to be appraisals or necessarily reflect the prices at which businesses or securities actually may be sold. Furthermore, no opinion is being expressed as to the prices or range of prices at which the shares of GM 1 2/3 par value common stock, GM Class H common stock or News Corporation ADSs may trade at any future time. Bear Stearns fairness opinion is necessarily based on economic, market and other conditions, and the information made available to Bear Stearns, as of the date of such opinion.

The following is a summary of the material analyses performed by Bear Stearns in connection with the preparation of its fairness opinion. Some of the summaries of financial analyses include information presented in tabular format. In order to fully understand the financial analyses used by Bear Stearns, the tables must be read together with the text of each summary. The tables alone do not represent a complete description of the financial analyses.

As part of the transactions, the current holders of the GM Class H common stock, upon the completion of the transactions, will receive asset-based stock of Hughes in the form of Hughes common stock in exchange for approximately 82.4% of their shares of GM Class H common stock, which is a tracking stock of GM. Such holders will also receive approximately $14.00 per share in News Corporation ADSs and/or cash, for the remaining approximately 17.6%, subject to adjustment based on the collar mechanism. GM will receive $14.00 per share in cash for 80% of its retained economic interest in Hughes (the fixed price shares), and approximately $14.00 per share in News Corporation ADSs and/or cash, for the remaining 20% (the variable

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price shares), subject to adjustment based on the collar. In addition, GM will receive a $275 million special cash dividend from Hughes in connection with the transactions. Bear Stearns performed its analyses giving effect not only to the Hughes split-off, including the $275 million special cash dividend, and the GM/News stock sale but also to the News stock acquisition and certain other related transactions, all of which were deemed to be relevant by Bear Stearns to the GM $1 2/3 par value common stockholders and to the GM Class H common stockholders. For more information about the consideration that GM and the holders of GM Class H common stock will receive in the transactions, see The Transactions Description of the Transactions The Hughes Split-Off, The GM/News Stock Sale and The News Stock Acquisition.

Hughes Analysis. Bear Stearns performed a sum-of-the-parts valuation of each of Hughes principal businesses and significant investments in order to derive an implied equity value per share for Hughes. Bear Stearns examined and independently valued DIRECTV, DIRECTV Latin America, PanAmSat, HNS, Hughes investment portfolio and Hughes corporate reserve allocation. The corporate reserve allocation represents an estimate by Hughes management of future cash expenses which are not otherwise directly allocated to any of the business units of Hughes.

Bear Stearns estimated the range of per share value of consolidated Hughes based on the following: 1,382 million shares (*i.e.*, the GM Class H dividend base), including 1,108 million shares of GM Class H common stock and 274 million notional shares representing GM s retained economic interest in Hughes; options to acquire 1 million shares of GM Class H common stock with a weighted average exercise price of $7.20 and options to acquire 30 million shares of GM Class H common stock with a weighted average exercise price of $12.38 for the low and high value, respectively; $279 million of net debt; and $460 million in value of contingent liabilities estimated by Hughes management as of March 31, 2003. Set forth below is a summary of Bear Stearns sum-of-the-parts valuation analysis.

Segment	Low	High
	($ in millions, except per share data)	
DIRECTV	$ 14,000	$ 18,000
DIRECTV Latin America	(300)	300
PanAmSat	1,782	1,782
HNS	1,000	2,000
Investment Portfolio	375	375
Corporate/ Contingencies	(1,300)	(1,100)
Total Enterprise Value	**$ 15,557**	**$ 21,357**
Implied Equity Value	**$ 14,818**	**$ 20,618**
Implied Equity Value per Share	**$ 10.75**	**$ 15.00**

The implied equity value per share of Hughes included in the sum-of-the-parts analysis presented to the GM board of directors on April 9, 2003 represents the consensus value range of Bear Stearns and Merrill Lynch based on each bank s independent valuation of the respective assets.

Bear Stearns compared its implied equity value per share range to the closing stock price and 20-day average stock price ending April 4, 2003 of $11.90 per share and $10.71 per share, respectively.

DIRECTV. Bear Stearns performed a discounted cash flow, or DCF, analysis of DIRECTV using projections provided by Hughes management.

The DCF analysis of DIRECTV, which includes the after-tax unlevered free cash flow associated with National Rural Telecommunications Cooperative subscribers, was calculated assuming discount rates ranging from 10.5% to 12.5% and was comprised of the sum of the present values of:

the projected after-tax unlevered free cash flows for the final three quarters of 2003 through the year ended December 31, 2007; and the December 31, 2007 terminal value based upon a range of multiples of estimated 2007 earnings before interest, taxes, depreciation and amortization, which is referred to as EBITDA, from 8.5x to 11.5x.

Segment	Low	High
	($ in millions)	
Reference Value Range	$ 14,000	$ 18,000

The reference value range as used herein represents the estimate of the range of value that the entity contributes to aggregate firm value. The reference value range included in the sum-of-the-parts analysis presented to the GM board of directors on April 9, 2003 represents the consensus value range of Bear Stearns and Merrill Lynch based on each bank s independent valuation of DIRECTV.

Using publicly available information, Bear Stearns compared selected historical stock, financial and operating data and ratios for DIRECTV with corresponding data and ratios of EchoStar. DIRECTV is not a separate publicly traded company. However, Bear Stearns imputed a public trading value for DIRECTV by:

calculating total enterprise value for Hughes based on public market values at April 4, 2003 (enterprise value, as used herein, is the market value of equity, plus debt, plus minority interests, minus cash and minus the value of any unconsolidated investments); and

subtracting the estimated sum-of-the-parts enterprise value for all non-DIRECTV related assets, net of the estimated value attributed to corporate contingent liabilities.

EchoStar was selected by Bear Stearns based upon Bear Stearns views as to the comparability of the financial and operating characteristics of EchoStar to DIRECTV.

Bear Stearns calculated the direct broadcast satellite enterprise value as a multiple of current subscribers from October 25, 2000, one year before the announcement of the previously proposed Hughes/ EchoStar merger (which has been terminated for a failure to receive regulatory approval), through April 4, 2003 for both DIRECTV and EchoStar s DISH Network. EchoStar projected financial data is based on consensus Wall Street equity research. Bear Stearns compared the projected growth, margins and other operating statistics for these two companies, as well as the current and historical direct broadcast satellite enterprise value to subscriber multiples. Over this time period, the implied DIRECTV enterprise value to subscriber multiple was 20% to 30% below that of EchoStar. Since the termination of the Hughes/ EchoStar merger in December 2002, the DIRECTV enterprise value to subscriber multiple was approximately 30% below that of EchoStar. Bear Stearns believes that EchoStar trades at a premium due to higher projected margins and growth in subscribers, revenue, EBITDA and returns on incremental subscribers. EchoStar s per subscriber multiple of $2,077 as of April 4, 2003, compared to DIRECTV s DCF implied enterprise value to current subscriber multiples of $1,450 to $1,850, represents a discount consistent with the historical relationship noted above.

DIRECTV Latin America. Bear Stearns performed a DCF analysis of DIRECTV Latin America using projections contained in the most recent DTVLA in-court restructuring plan, which as of April 9, 2003 reflected DTVLA s management s expectations with regard to contract renegotiations and cost savings to be achieved from the bankruptcy process. The DCF values represent the implied net equity value of Hughes stake assuming a range of post-restructuring equity ownership from 50% to 100%. Hughes equity value is net of the $300 million debtor-in-possession financing facility, which Hughes has committed to provide to DTVLA.

The DCF for DIRECTV Latin America was calculated assuming discount rates ranging from 30.0% to 40.0% (relating to both Latin American country risk as well as the risks associated with companies in financial distress) and was comprised of the sum of the present values of:

the projected after-tax unlevered free cash flows for the final three quarters of 2003 through the year ended December 31, 2007; and the December 31, 2007 terminal value based upon a range of multiples of estimated 2007 EBITDA, from 4.0x to 6.0x.

Based on the foregoing analysis, Bear Stearns arrived at a value range based on the reorganization plan of $0 to $500 million. However, given the uncertainties associated with DTVLA s plan of reorganization, Bear Stearns and Merrill Lynch agreed that a range of ($300) to $300 million more accurately reflected the value of DIRECTV Latin America.

	Low	High
	(in millions)	
Reference Value Range	$ (300)	$ 300

PanAmSat. Bear Stearns utilized the public market price of PanAmSat to calculate attributable value in the sum-of-the-parts analysis. The closing stock price of $14.75 on April 4, 2003 translated into a value of $1,782 million based on 120.8 million shares of PanAmSat common stock held by Hughes. The valuation included in the sum-of-the-parts analysis presented to the GM board of directors on April 9, 2003 represents the consensus value of Bear Stearns and Merrill Lynch based on each bank s independent valuation of Hughes attributable value of PanAmSat.

Bear Stearns also performed a DCF analysis of PanAmSat using projections provided by Hughes management.

The DCF value of Hughes approximate 81% indirect interest in PanAmSat was calculated assuming discount rates ranging from 8.5% to 10.5%, $1,732 million of net debt attributable to PanAmSat and was comprised of the sum of the present values of:

the projected after-tax unlevered free cash flows for the final three quarters of 2003 through the year ended December 31, 2007; and

the December 31, 2007 terminal value based upon a range of multiples of estimated 2007 EBITDA, from 4.0x to 6.0x.

The DCF value per share range of $12.00 to $18.00 compared to PanAmSat s closing price and 20-day average price as of April 4, 2003 of $14.75 and $14.32, respectively. The DCF value per share range translated into a $1,350 million to $2,335 million value range for the approximately 81% indirect interest of Hughes in PanAmSat, or an implied enterprise value to 2003 EBITDA multiple range of 5.7x to 7.8x.

Bear Stearns also considered the 52-week trading range of PanAmSat of $12.60 to $25.99 as of April 4, 2003. PanAmSat had declined by 59.7% over the past 24 months, compared to a decline in a FSS index (this index includes SES Global S.A. and New Skies Satellites N.V.) of 55.4%. This compares to a decrease of 22.2% for PanAmSat and an increase of 20.4% for the FSS index since the week prior to the termination on December 16, 2002 of the transaction agreements among GM, Hughes and EchoStar. Bear Stearns noted that certain termination provisions of the Hughes/ EchoStar merger agreement, which potentially required EchoStar to purchase Hughes indirect interest in PanAmSat for $22.47 per share, affected PanAmSat s stock price over the 52-week trading range.

Using publicly available information, Bear Stearns compared selected historical stock, financial and operating data and ratios for PanAmSat with corresponding data and ratios of similar publicly traded companies. These companies were selected by Bear Stearns based upon Bear Stearns views as to the comparability of the financial and operating characteristics of these companies to PanAmSat.

The companies included in the PanAmSat comparable company analysis were as follows:

Comparable Company Analysis	Enterprise Value/ 2003 Revenue	Enterprise Value/ 2003 EBITDA
PanAmSat	4.79x	6.6x
SES Global S.A.	4.54	5.6
New Skies Satellites N.V.	2.42	4.4

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Hughes Network Systems. Bear Stearns performed a valuation of HNS (including Spaceway) based on projections and other information provided by Hughes management.

The valuations for the constituent businesses of HNS were calculated using trading multiples of companies which Bear Stearns deemed generally comparable to certain of HNS s businesses, a DCF analysis of the DirecWay segment and HNS s corporate expenses and percentages of capital invested in Spaceway.

The companies included in the HNS comparable company analysis were:

Segment	Comparable Company Analysis	Enterprise Value/ 2003 Revenue
Enterprise	Gilat Satellite Networks, Ltd.	0.58x
Set-top	Scientific-Atlanta, Inc.	0.90
	THOMSON S.A.	0.33
	Pace Micro Technology plc	0.28
Carrier	ECI Telecom Ltd.	0.11
	Harris Corporation	0.84

Bear Stearns used the following revenue multiple ranges in calculating the value of the following HNS business segments:

Enterprise: 0.50x 0.75x 2003E Revenue

Set-top: 0.25x 0.50x 2003E Revenue

Carrier: 0.25x 0.50x 2003E Revenue

The DCF analysis of the DirecWay segment and HNS s corporate expenses were calculated assuming discount rates ranging from 10.5% to 12.5%, and were comprised of the sum of the present values of:

the projected after-tax unlevered free cash flows for the final three quarters of 2003 through the year ended December 31, 2007; and

the December 31, 2007 terminal value based upon a range of perpetual growth rates of 1.0% to 3.0%.

Bear Stearns estimated the value of Hughes investment in Spaceway to be between 50% and 100% of the estimated invested capital of $1.4 billion, resulting in a range of value from $700 million to $1.4 billion. Spaceway was valued based on a range of 50% to 100% of invested capital since the business is not yet operational and revenues and profits are not expected until late 2004/early 2005.

The methodologies described above resulted in an aggregate enterprise value range as follows:

	Low	High
	($ in millions)	
Reference Value Range	$ 1,000	$ 2,000

The reference value range included in the sum-of-the-parts analysis presented to the GM board of directors on April 9, 2003 represents the consensus value range of Bear Stearns and Merrill Lynch based on each bank s independent valuation of HNS.

Investment Portfolio. Bear Stearns valued Hughes aggregate public and private investments listed below at $375 million. For public investments, the value was based on the respective closing prices and applicable currency exchange rates as of April 4, 2003. For private investments, the value was based on book value as of December 31, 2002, provided by Hughes management.

Public Investments

Crown Media Holdings, Inc.

TiVo Inc.
Globecomm Systems Inc.
Hughes Software Systems Ltd.

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Nippon Avionics Co., Ltd.
PT Pasifik Satelit Nusantra
NextWave Telecom Inc.
XM Satellite Radio Holdings Inc.

Private Investments

Via Digital

Technologies for Information & Entertainment
Medical Science Partners
Digital Media & Communications, II & III-C
Tata Teleservices Limited
ChinaCast Technology (BVI) Limited
Hughes Escorts Communications Limited
One Touch Systems, Inc.

Corporate/Contingencies. Bear Stearns performed a DCF analysis of the net cash flow effect of the corporate reserve allocations of Hughes using projections provided by Hughes management. Bear Stearns also valued estimated year-end 2003 net operating losses (NOLs) of $314 million provided by Hughes management.

The DCF for corporate contingency was calculated assuming discount rates ranging from 10.5% to 12.5% and was comprised of the sum of the present values of:

the projected after-tax unlevered free cash flows for the final three quarters of 2003 through the year ended December 31, 2007;

the NOLs were assumed to be utilized in 2004; and

the December 31, 2007 terminal value based upon a range of assumed perpetual growth rates for the net cash flow effect from 1.0% to 3.0%.

	Low	High
	($ in millions)	
Reference Value Range	$ (1,300)	$ (1,100)

The reference value range included in the sum-of-the-parts analysis presented to the GM board of directors on April 9, 2003 represents the consensus value range of Bear Stearns and Merrill Lynch based on each banks independent valuation of the net cash flow effect of the corporate reserve allocations of Hughes.

Consideration to GM. In connection with the GM/News stock sale, News Corporation will pay GM $14.00 per share in cash for 80% of its retained economic interest in Hughes, and $14.00 per share in News Corporation Preferred ADSs or cash, as applicable, for the remaining 20%, subject to the collar arrangement. Assuming that GM receives News Corporation Preferred ADSs (and no cash) in the GM/News stock sale for 20% of its interest in Hughes, its pro forma ownership in News Corporation will be between 1.9% and 2.8% based on the top and bottom ends of the collar, respectively. Bear Stearns compared the $14.00 per share consideration to be received by GM in the GM/News stock sale to the approximate mid-point of the sum-of-

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the-parts valuation range of $12.88 per share, the GM Class H common stock closing price on April 4, 2003 of $11.90 per share, and the GM Class H common stock price at other points in time as set forth below:

GM Class H Common Stock Price	Premium to GM
Mid-Point of Sum-of Parts ($12.88)	8.7%
As of 4/4/03	17.6
One Week Average	22.3
One Month Average	32.4
Three Month Average	32.2
Six Month Average	34.3
One Year Average	25.8
52-Week High	(16.9)
52-Week Low	71.8

Credit Impact Considerations for GM. Bear Stearns evaluated the potential impact to the financial position and credit position of GM resulting from the transactions. The appropriate credit statistics are compared before and after giving effect to an approximately $3.8 billion reduction of GM s retained economic interest in Hughes (of which Bear Stearns assumed 20% of the consideration would be in the form of News Corporation Preferred ADSs to be retained by GM) and to the $275 million special cash dividend from Hughes. GM was analyzed excluding the financial results of GMAC, GM s financing and insurance operations.

	GM Last 12 Months as of December 2002	Pro Forma GM (Excluding Hughes)
EBITDA/ Gross Interest Expense	13.1x	38.5x
Total Debt/ EBITDA	1.8x	1.2x
EBITDA-Capital Expenditures/Interest	4.3x	15.9x
Net Liquidity (in billions)	$ 0.3	$ 6.4

Net liquidity is defined as cash and equivalents (including $3.0 billion VEBA cash) less total debt. This analysis includes $0.8 billion in marketable securities representing News Corporation Preferred ADSs to be retained by GM. This analysis indicates that GM s credit statistics would improve on a pro forma basis after giving effect to the GM/Hughes separation.

Earnings Impact Considerations for GM. Bear Stearns examined the pro forma impact to GM s earnings per share (EPS) of GM $1 2/3 par value common stock, after giving effect to an approximately $3.8 billion reduction of GM s retained economic interest in Hughes (of which Bear Stearns assumed 20% of the consideration would be in the form of News Corporation Preferred ADSs to be retained by GM) and to the $275 million special cash dividend from Hughes.

Projected EPS	2003 Estimated	2004 Estimated
EPS Attributable to GM $1 2/3 par value common stock	$ 4.57	$ 5.18
Add Back: Hughes Net (Income)/Loss Attributable to GM $1 2/3 common stock	0.12	(0.03)
Plus: Saved Interest Expense	0.22	0.22
Pro Forma EPS	$ 4.91	$ 5.37
Accretion ($)	$ 0.34	$ 0.19
Accretion (%)	7.5%	3.6%

EPS estimates represent First Call consensus estimates for GM and Hughes as of April 4, 2003 (19.9% of Hughes (income)/loss is excluded from GM s earnings). This analysis assumes cash consideration to be received by GM, including the $275 million special cash dividend, is used to retire outstanding indebtedness. Bear Stearns has not assumed that GM will liquidate the News Corporation Preferred ADSs for cash for the purpose of this analysis. Bear Stearns assumed a 6.0% pretax cost of debt and a tax rate of 38.0%. This analysis

indicates that GM s earnings per share for the GM $1 2/3 par value common stock would be higher on a pro forma basis after giving effect to the Hughes split-off and the GM/News stock sale.

Consideration to GM Class H Common Stockholders. In connection with the Hughes split-off, the GM/News stock sale and the News stock acquisition, the GM Class H common stockholders will receive shares of Hughes common stock, which will be an asset-based stock of Hughes, in exchange for 82.4% of their GM Class H common stock, which is a tracking stock of GM, and $14.00 per share in News Corporation ADSs and/or cash, in exchange for approximately 17.6% of their shares of Hughes common stock received in the Hughes split-off share exchange. Bear Stearns noted that various features of the GM Class H common stock suggest that investors may not value it as highly as an asset-based stock: (1) as a result of its 100% ownership of Hughes, GM controls Hughes, and GM alone has the ability to effect strategic combinations involving Hughes; (2) potential appreciation could be limited by GM s exercise of its right to effect a mandatory recapitalization of GM Class H common stock into GM $1 2/3 par value common stock at a 120% exchange rate; (3) because they are stockholders of GM (not Hughes), the GM Class H common stockholders do not have direct voting or liquidation rights in Hughes; (4) Hughes is subject to risks unrelated to the performance of its own business; and (5) as a tracking stock, GM Class H common stock is not eligible for inclusion in certain market indices. Based on the above and professional judgment, Bear Stearns believes that the asset-based stock of Hughes is more valuable than tracking stock of GM relating to Hughes.

The GM Class H common stockholders will also receive News Corporation Preferred ADSs, or up to 100% cash at News Corporation s option, for approximately 17.6% of their shares of Hughes common stock received in the Hughes split-off share exchange at a fixed value of $14.00 per share, subject to the collar arrangement. The $14.00 price per share translates into a 8.7% and 17.6% premium to the approximate mid-point of the sum-of-the-parts valuation range of $12.88 per share and the GM Class H common stock closing price on April 4, 2003 of $11.90 per share, respectively. Assuming that the GM Class H common stockholders receive 100% News Corporation Preferred ADSs (and no cash) in the News stock acquisition, they will obtain a 6.9% to 9.9% pro forma ownership stake in News Corporation based on the top and bottom ends of the collar, respectively.

GM s Receipt of the Special Cash Dividend / Sale of Entire Position. In connection with the transactions, GM will receive the $275 million special cash dividend from Hughes. The $275 million special cash dividend from Hughes represents differential consideration to GM equal to 1.5% to 1.6% of the implied equity value to be received by GM and the GM Class H common stockholders in the transactions based on the approximate mid-point of the sum-of-the-parts valuation range of $12.88 per share and the GM Class H common stock closing price on April 4, 2003 of $11.90 per share, respectively. In assessing the $275 million special cash dividend, Bear Stearns con