

GENERAL MOTORS CORP

Form 425

July 12, 2002

Filed by HEC Holdings, Inc.  
Subject Company General Motors Corporation  
and Hughes Electronics Corporation  
and EchoStar Communications Corporation  
Pursuant to Rule 425 under the Securities Act of 1933  
and Deemed Filed Pursuant to Rule 14a-12  
under the Securities Exchange Act of 1934  
Commission file No.: 333-84472

[OFFICE OF THE GOVERNOR LETTERHEAD]

January 7, 2002

Chairman Michael Powell  
Federal Communications Commission  
445 12th Street SW  
Washington, DC 20554

Dear Chairman Powell:

I am writing to ask your support in seeing that the proposed EchoStar/DirecTV merger gets a comprehensive, objective and well-timed evaluation on its merits.

For American consumers in local communities currently being served by cable and satellite providers, the addition of satellite-delivered broadband services provides an expansion of competitive choices. For the rural residents of Arkansas who have no access to cable TV, satellite broadband would provide reasonably priced access to the digital 21st century.

I believe this merger would be in the best interest of Arkansas consumers, because it would initiate a new level of competition between satellite TV carriers and the cable industry. Arkansas consumers would get the benefits of new programming, expanded local channels, and other broadband services by satellite.

New programming and expanded local channels will have a huge impact on consumers in rural areas of our state. Many of those rural areas will never be served by cable companies because of the economic costs of running cable to widely separated homes. Satellite delivery of broadband services is essential to the economic future of rural communities.

I respectfully request that the Federal Communications Commission give this proposal a punctual review and approve it so that we may provide these services to consumers of Arkansas.

Sincerely yours,

/s/ Mike Huckabee

Mike Huckabee

MH:mw:al

In connection with the proposed transactions, General Motors Corporation ( GM ), HEC Holdings, Inc. ( Hughes Holdings ) and EchoStar Communications Corporation ( EchoStar ) have filed amended preliminary materials with the Securities and Exchange Commission ( SEC ), including a Registration Statement of Hughes Holdings on Form S-4 that contains a consent solicitation statement/information statement/prospectus. These materials are not yet final and will be further amended. Holders of GM \$1-2/3 and GM Class H common stock are urged to read the definitive versions of these materials, as well as any other relevant documents filed or that will be filed with the SEC, as they become available, because these documents contain or will contain important information. The preliminary materials, the definitive versions of these materials and other relevant materials (when they become available), and any other documents filed by GM, Hughes Electronics

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Corporation ( Hughes ), Hughes Holdings or EchoStar with the SEC may be obtained for free at the SEC's website, [www.sec.gov](http://www.sec.gov), and GM stockholders will receive information at an appropriate time on how to obtain transaction-related documents for free from GM.

GM and its directors and executive officers, Hughes and certain of its officers, and EchoStar and certain of its executive officers may be deemed to be participants in GM's solicitation of consents from the holders of GM \$1-2/3 common stock and GM Class H common stock in connection with the proposed transactions. Information regarding the participants and their interests in the solicitation was filed pursuant to Rule 425 with the SEC by EchoStar on November 1, 2001 and by each of GM and Hughes on November 16, 2001. Investors may obtain additional information regarding the interests of the participants by reading the amended preliminary consent solicitation statement/information statement/prospectus filed with the SEC and the definitive consent solicitation statement/information statement/prospectus when it becomes available.

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Materials included in this document contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause our actual results to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. The factors that could cause actual results of GM, EchoStar, Hughes, or a combined EchoStar and Hughes, to differ materially, many of which are beyond the control of EchoStar, Hughes, Hughes Holdings or GM include, but are not limited to, the following: (1) the businesses of EchoStar and Hughes may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; (2) expected benefits and synergies from the combination may not be realized within the expected time frame or at all; (3) revenues following the transaction may be lower than expected; (4) operating costs, customer loss and business disruption including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers, may be greater than expected following the transaction; (5) generating the incremental growth in the subscriber base of the combined company may be more costly or difficult than expected; (6) the regulatory approvals required for the transaction may not be obtained on the terms expected or on the anticipated schedule; (7) the effects of legislative and regulatory changes; (8) an inability to obtain certain retransmission consents; (9) an inability to retain necessary authorizations from the FCC; (10) an increase in competition from cable as a result of digital cable or otherwise, direct broadcast satellite, other satellite system operators, and other providers of subscription television services; (11) the introduction of new technologies and competitors into the subscription television business; (12) changes in labor, programming, equipment and capital costs; (13) future acquisitions, strategic partnership and divestitures; (14) general business and economic conditions; and (15) other risks described from time to time in periodic reports filed by EchoStar, Hughes or GM with the Securities and Exchange Commission. You are urged to consider statements that include the words may, will, would, could, should, be, estimates, projects, potential, expects, plans, anticipates, intends, continues, forecast, designed, goal, or the negative of those comparable words to be uncertain and forward-looking. This cautionary statement applies to all forward-looking statements included in this document.

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Mr. Michael K. Powell  
Chairman  
Federal Communications Commission  
445 12th Street, SW  
Washington, D.C. 20554

Dear Mr. Powell:

The pending merger of EchoStar and DirecTV has the potential to revolutionize the country's communications market. I write to ask for your commitment to ensure the FCC's careful consideration and expeditious review of the many benefits this merger would bring America's consumers.

I believe this merger is in the best interests of consumers because it would open up a new level of competition between satellite and cable within the pay-TV market. Consumers would receive the benefits of new programming, expanded coverage of local channels, and the delivery of high-speed Internet access and other broadband services via satellite.

Furthermore, the proposed merger has the potential to help bridge the so-called "digital divide" between urban and rural residents. The combined company will be able to provide much-needed high-speed satellite Internet and broadband services to rural America.

In view of its potential benefits to consumers and technological innovation, it is my sincere hope that your agency will grant this pending merger a fair hearing and timely approval.

Sincerely,

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The Honorable Michael K. Powell  
Chairman  
Federal Communications Commission  
445 12th Street, S.W.  
Room 8A201  
Washington, DC 20554

Dear Chairman Powell:

As Governor of Georgia, I am writing in support of the proposed EchoStar/DIRECTV merger and ask that the matter receive a comprehensive, objective and prompt evaluation on its merits.

As we enter the 21st century, it has become increasingly important, if not imperative, for consumers to have access to high speed internet services for business, educational and communication purposes. Not only would this merger provide new programming, expanded coverage of local channels, high speed internet access and other broadband services via satellite, it would also initiate competition within the pay television market.

In Georgia, there are approximately 2.1 million TV households that subscribe to a cable service, which equates to about seventy percent of all Georgia households. Only 825,000 of these households, located in no more than two of the eleven TV markets, have fully competitive multi-channel alternatives to cable. Households outside this area do not have a competitive alternative to cable or broadband services. I believe this merger is in the best interests of consumers because it has the potential to help bridge the divide between urban and rural residents.

As you review this merger, I ask you to consider the favorable impact it will have on consumers who live in areas without high speed broadband service and without access to competitive rate choices. These results will benefit consumers and support our free market system.

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The Honorable Michael K. Powell  
Page 2  
April 30, 2002

I respectfully request that the FCC give this proposal a timely review and approve it so that we may provide these services to the consumers of Georgia.

Sincerely,

Roy E. Barnes

REB:BK:ch

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January 17, 2002

Chairman Michael Powell  
Federal Communications Commission  
445 12th Street SW  
Washington, D.C. 20554

Re: Support of Pending Merger of DIRECTV and EchoStar Satellite Systems

Dear Chairman Powell:

As Governor of Louisiana, I am writing in support of the proposed EchoStar/DIRECTV merger and ask that the matter get a thorough, fair and timely review on its merits.

Creation of a new satellite company with the size and technology to match cable TV's offerings in programming choices and high-speed Internet access would benefit our state's consumers and serve as a healthy competitive stimulus for the pay-TV market.

For those Louisiana communities already served by cable and satellite providers, the addition of satellite-delivered Internet services represents a competitive choice. For our rural residents that are not served by cable, satellite broadband would provide affordable access to the digital future.

In view of its benefits to consumers and support of the free market system, I look on the merger favorably. It is my hope that the FCC will approve it without unnecessary delay or unreasonable conditions.

Sincerely,

M.J. Mike Foster, Jr.

jw

c: Congressman W.J. Billy Tauzin

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April 3, 2002

Mr. Michael K. Powell  
Chairman  
Federal Communications Commission  
445 12th Street, SW  
Washington, D.C. 20554

Dear Mr. Powell:

I am writing to ask that you and the Federal Communications Commission give careful and thorough consideration to the pending merger of EchoStar Communications and Hughes Electronics.

The merger between America's two largest satellite television providers can be a benefit to Nebraska and the country if consumer interests are addressed and safeguarded. I ask that you evaluate the benefits of the merger on their merits and adopt a plan that ensures competition in the pay television industry and one that protects those subscribers with no pay television alternatives.

Many Nebraska pay television customers have cable television as a competitive option for service (and will have after the merger), while some do not. In some of our cities and rural areas, satellite-based pay television is the only option.

In order for all consumers to continue to receive the benefits of competition in the pay television industry, it is important that the merged EchoStar entity price their services, as they do now, on a nationwide pricing basis. In so doing, consumers will benefit from the satellite-based television prices that are determined by taking into consideration the extensive competition that exists in most parts of the country.

The potential benefits of the proposed merger, such as enhanced services and more local station broadcasts, are considerable. They should be intensively evaluated along with a nationwide pricing model that will help ensure competitive prices in rural states like Nebraska.

Thank you for considering my views as they relate to the pending merger.

Sincerely,

Mike Johanns  
Governor

In connection with the proposed transactions, General Motors Corporation ( GM ), HEC Holdings, Inc. ( Hughes Holdings ) and EchoStar Communications Corporation ( EchoStar ) have filed amended preliminary materials with the Securities and Exchange Commission ( SEC ), including a Registration Statement of Hughes Holdings on Form S-4 that contains a consent solicitation statement/information statement/prospectus. These materials are not yet final and will be further amended. Holders of GM \$1-2/3 and GM Class H common stock are urged to read the definitive versions of these materials, as well as any other relevant documents filed or that will be filed with the SEC, as they become available, because these documents contain or will contain important information. The preliminary materials, the definitive versions of these materials and other relevant materials (when they become available), and any other documents filed by GM, Hughes Electronics Corporation ( Hughes ), Hughes Holdings or EchoStar with the SEC may be obtained for free at the SEC's website, [www.sec.gov](http://www.sec.gov), and GM stockholders will receive information at an appropriate time on how to obtain transaction-related documents for free from GM.

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[OFFICE OF THE GOVERNOR LETTERHEAD]

February 5, 2002

The Honorable Mitchell K. Powell  
Chairman  
Federal Communication Commission  
445 12th Street, SW  
Washington, D.C. 20554

Dear Chairman Powell:

On behalf of the citizens of New Mexico, I would request that the Commission provide for a thorough, fair and timely review of the proposed EchoStar/Direct TV merger.

Competition is the cornerstone of our market based system and the proposed merger will result in more competition within the pay television market. Competition always benefits consumers and will provide a true choice of pay television vendors to choose from.

New Mexico is a very large state with many of its citizens in rural remote areas. The only access most of these citizens will ever have to additional programming, broadband services and other high tech developments is through satellite access.

I urge you to give this proposed merger a prompt, fair and thorough review and for you to give every consideration possible to coming down on the side of competition.

Thank you for your consideration.

Sincerely yours,

/s/ Gary E. Johnson  
Gary E. Johnson  
Governor

GEJ:pmg

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February 13, 2002

Mr. Michael K. Powell, Chairman  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

Dear Mr. Powell,

I am pleased to write to urge a full and fair review of the proposed merger involving EchoStar Communications Corporation and Hughes Electronics Corporation/DIRECTV.

This proposed merger promises to have a major impact on cable and satellite service to many areas of our nation, with significant potential benefits to rural areas in particular. For those reasons, I believe the merger proposal merits prompt and thorough review by the agencies involved.

Sincerely,

Frank Keating

In connection with the proposed transactions, General Motors Corporation ( GM ), HEC Holdings, Inc. ( Hughes Holdings ) and EchoStar Communications Corporation ( EchoStar ) have filed amended preliminary materials with the Securities and Exchange Commission ( SEC ), including a Registration Statement of Hughes Holdings on Form S-4 that contains a consent solicitation statement/information statement/prospectus. These materials are not yet final and will be further amended. Holders of GM \$1-2/3 and GM Class H common stock are urged to read the definitive versions of these materials, as well as any other relevant documents filed or that will be filed with the SEC, as they become available, because these documents contain or will contain important information. The preliminary materials, the definitive versions of these materials and other relevant materials (when they become available), and any other documents filed by GM, Hughes Electronics Corporation ( Hughes ), Hughes Holdings or EchoStar with the SEC may be obtained for free at the SEC's website, [www.sec.gov](http://www.sec.gov), and GM stockholders will receive information at an appropriate time on how to obtain transaction-related documents for free from GM.

GM and its directors and executive officers, Hughes and certain of its officers, and EchoStar and certain of its executive officers may be deemed to be participants in GM's solicitation of consents from the holders of GM \$1-2/3 common stock and GM Class H common stock in connection with the proposed transactions. Information regarding the participants and their interests in the solicitation was filed pursuant to Rule 425 with the SEC by EchoStar on November 1, 2001 and by each of GM and Hughes on November 16, 2001. Investors may obtain additional information regarding the interests of the participants by reading the amended preliminary consent solicitation statement/information statement/prospectus filed with the SEC and the definitive consent solicitation statement/information statement/prospectus when it becomes available.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Materials included in this document contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause our actual results to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. The factors that could cause actual results of GM, EchoStar, Hughes, or a combined EchoStar and Hughes, to differ materially, many of which are beyond

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the control of EchoStar, Hughes, Hughes Holdings or GM include, but are not limited to, the following: (1) the businesses of EchoStar and Hughes may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; (2) expected benefits and synergies from the combination may not be realized within the expected time frame or at all; (3) revenues following the transaction may be lower than expected; (4) operating costs, customer loss and business disruption including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers, may be greater than expected following the transaction; (5) generating the incremental growth in the subscriber base of the combined company may be more costly or difficult than expected; (6) the regulatory approvals required for the transaction may not be obtained on the terms expected or on the anticipated schedule; (7) the effects of legislative and regulatory changes; (8) an inability to obtain certain retransmission consents; (9) an inability to retain necessary authorizations from the FCC; (10) an increase in competition from cable as a result of digital cable or otherwise, direct broadcast satellite, other satellite system operators, and other providers of subscription television services; (11) the introduction of new technologies and competitors into the subscription television business; (12) changes in labor, programming, equipment and capital costs; (13) future acquisitions, strategic partnership and divestitures; (14) general business and economic conditions; and (15) other risks described from time to time in periodic reports filed by EchoStar, Hughes or GM with the Securities and Exchange Commission. You are urged to consider statements that include the words may, will, would, could, should, be, estimates, projects, potential, expects, plans, anticipates, intends, continues, forecast, designed, goal, or the negative of the comparable words to be uncertain and forward-looking. This cautionary statement applies to all forward-looking statements included in this document.

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December 26, 2001

Mr. Michael K. Powell  
Chairman  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

Dear Mr. Powell:

I am writing to urge your department to give due consideration to the proposed merger between EchoStar Communications Corporation and Hughes Electronics Corporation (DIRECTV).

Proponents of the merger believe that it would represent the next step in the development of healthy competition between the cable and satellite industries. It could also hasten the availability of Internet broadband access for rural consumers something that policymakers at all levels believe would be positive for the economy.

Opponents of the merger raise antitrust issues and these should be carefully considered. The cable industry, however, has a monopoly presence in many areas.

The people of Rhode Island have benefited from the introduction of satellite service and will continue to benefit from even more robust competition between the cable and satellite industries. It is my hope your department will promptly and thoroughly review this merger and give it every consideration.

Sincerely,

Lincoln Almond

In connection with the proposed transactions, General Motors Corporation ( GM ), HEC Holdings, Inc. ( Hughes Holdings ) and EchoStar Communications Corporation ( EchoStar ) have filed amended preliminary materials with the Securities and Exchange Commission ( SEC ), including a Registration Statement of Hughes Holdings on Form S-4 that contains a consent solicitation statement/information statement/prospectus. These materials are not yet final and will be further amended. Holders of GM \$1-2/3 and GM Class H common stock are urged to read the definitive versions of these materials, as well as any other relevant documents filed or that will be filed with the SEC, as they become available, because these documents contain or will contain important information. The preliminary materials, the definitive versions of these materials and other relevant materials (when they become available), and any other documents filed by GM, Hughes Electronics Corporation ( Hughes ), Hughes Holdings or EchoStar with the SEC may be obtained for free at the SEC 's website, [www.sec.gov](http://www.sec.gov), and GM stockholders will receive information at an appropriate time on how to obtain transaction-related documents for free from GM.

GM and its directors and executive officers, Hughes and certain of its officers, and EchoStar and certain of its executive officers may be deemed to be participants in GM 's solicitation of consents from the holders of GM \$1-2/3 common stock and GM Class H common stock in connection with the proposed transactions. Information regarding the participants and their interests in the solicitation was filed pursuant to Rule 425 with the SEC by EchoStar on November 1, 2001 and by each of GM and Hughes on November 16, 2001. Investors may obtain additional information regarding the interests of the participants by reading the amended preliminary consent solicitation statement/information statement/prospectus filed with the SEC and the definitive consent solicitation statement/information statement/prospectus when it becomes available.

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Hughes may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; (2) expected benefits and synergies from the combination may not be realized within the expected time frame or at all; (3) revenues following the transaction may be lower than expected; (4) operating costs, customer loss and business disruption including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers, may be greater than expected following the transaction; (5) generating the incremental growth in the subscriber base of the combined company may be more costly or difficult than expected; (6) the regulatory approvals required for the transaction may not be obtained on the terms expected or on the anticipated schedule; (7) the effects of legislative and regulatory changes; (8) an inability to obtain certain retransmission consents; (9) an inability to retain necessary authorizations from the FCC; (10) an increase in competition from cable as a result of digital cable or otherwise, direct broadcast satellite, other satellite system operators, and other providers of subscription television services; (11) the introduction of new technologies and competitors into the subscription television business; (12) changes in labor, programming, equipment and capital costs; (13) future acquisitions, strategic partnership and divestitures; (14) general business and economic conditions; and (15) other risks described from time to time in periodic reports filed by EchoStar, Hughes or GM with the Securities and Exchange Commission. You are urged to consider statements that include the words may, will, would, could, should, be, estimates, projects, potential, expects, plans, anticipates, intends, continues, forecast, designed, goal, or the negative of those comparable words to be uncertain and forward-looking. This cautionary statement applies to all forward-looking statements included in this document.

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January 24, 2002

Michael K. Powell, Chairman  
Federal Communications Commission  
445 12th Street SW  
Washington, D.C. 20554

Dear Mr. Powell:

The pending merger between EchoStar Communications and Hughes Electronics, over which your agency has regulatory approval, is an important and significant step in the provision of pay television in our country and in my State of South Dakota.

As Governor of South Dakota, and as a former State Attorney General, it has always been my first priority to look after the interests of our state's citizens. The merger between America's two largest satellite television providers, DISH Network (EchoStar) and DirecTV (Hughes), can be a benefit to our citizens as consumers if implemented properly. I hope you will evaluate the benefits of the merger on its merits and adopt a plan that ensures competition in the pay television industry as a whole and protects those subscribers with no pay television alternatives.

There are approximately 68,000 households in South Dakota that subscribe to pay television from satellite providers, primarily DISH Network and DirecTV. While many of these customers have cable television as a competitive option for service (and will have after the merger), many do not. In many of our small towns and rural areas, satellite-based pay television is the only option. In order for all consumers to continue to receive the benefits of competition in the pay television industry, it is vital that the merged EchoStar entity price its services, as they do now, on a nationwide pricing basis. In so doing, all consumers benefit from the satellite-based television prices that are determined by taking into consideration the extensive competition that exists in most areas of the country.

The potential benefits of the proposed merger, such as enhanced services and more local station broadcasts, are considerable. They should be intensively evaluated along with a nationwide pricing model that will help ensure competitive prices in states like South Dakota.

Thank you for your consideration of my policy views on this pending merger.

In connection with the proposed transactions, General Motors Corporation ( GM ), HEC Holdings, Inc. ( Hughes Holdings ) and EchoStar Communications Corporation ( EchoStar ) have filed amended preliminary materials with the Securities and Exchange Commission ( SEC ), including a Registration Statement of Hughes Holdings on Form S-4 that contains a consent solicitation statement/information statement/prospectus. These materials are not yet final and will be further amended. Holders of GM \$1-2/3 and GM Class H common stock are urged to read the definitive versions of these materials, as well as any other relevant documents filed or that will be filed with the SEC, as they become available, because these documents contain or will contain important information. The preliminary materials, the definitive versions of these materials and other relevant materials (when they become available), and any other documents filed by GM, Hughes Electronics Corporation ( Hughes ), Hughes Holdings or EchoStar with the SEC may be obtained for free at the SEC's website, [www.sec.gov](http://www.sec.gov), and GM stockholders will receive information at an appropriate time on how to obtain transaction-related documents for free from GM.

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