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GENERAL MOTORS CORP
Form 425
February 27, 2002

Filed by General Motors Corporation
Subject Company - General Motors Corporation
and Hughes Electronics Corporation
Pursuant to Rule 425 under the Securities Act of 1933
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under the Securities Exchange Act of 1934
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VIDEO

NEWS

TITLE: HUGHES FEB. 26 CORPORATE
ANNOUNCEMENT

RELEASE

TIME: VNR(2:16) B-ROLL(4:02) TRT: (7:07)

F O R R E L E A S E FEBRUARY 26, 2002

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EDITOR'S NOTE:

Watching television is easily one of the great American pastimes and until DBS (or Direct Broadcast Satellite) was introduced, cable was the only option for multi-channel programming. The only catch is, 42 million homes and thousands of communities can't get their local TV stations via DBS. That all may change real soon if the federal government approves it.

This morning, EchoStar Communications and Hughes Electronics, parent companies of Dish Network and DIRECTV DBS services, which announced a proposed merger late last year, announced they have filed an application with the Federal Communications Commission to launch and operate a new satellite. This will allow them to deliver local broadcast channels in all 210 television markets throughout the United States. Currently, local channels delivered by satellite are only available in 42 of these markets.

The new satellite will work in concert with four other DIRECTV and EchoStar spacecraft in three orbital slots. This, combined with efficiencies gained through the merger, will make it possible to deliver local channels to every household in every television market in the country, including rural and under-served areas. The combined company will also bridge the proverbial "digital divide" by offering affordable high-speed satellite Internet access to people in every market in the country. People living in rural areas, who do not now have access to DSL and cable modems, will soon have access to high-speed Internet service via satellite and at affordable rates.

The delivery of local channels in all 210 markets is contingent upon the proposed Hughes-EchoStar merger receiving approvals from the Federal Communications Commission and the Department of Justice, as well as the successful launch of new spot-beam satellites. Only if this proposed merger is approved, will households in small and rural television markets in every state finally have a competitive alternative to cable operators, who have had virtual local monopolies on service.

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SUGGESTED ANCHOR LEAD

Studio Anchor on-camera

STUDIO ANCHOR O/C: TODAY, ROUGHLY 4 LOCAL TV PROGRAMMING VIA DBS, OR DIRECTV TELEVISION., WELL, THE WONDERFUL WORLD IS EXPANDING ITS UNIVERSE - AS SOON AS POSSIBLE. MARIANNE SCHWAB REPORTS...

VIDEO	TIME	AUDIO
1. INT. - People/Family watching local TV (2)		REPORTER V/O: WATCHING TELEVISION
2. EXT - DBS installation		PAST TIMES. AND UNTIL DBS WAS INTRODUCED
3. EXT - Rural Homes (2)		FOR MULTI- CHANNEL PROGRAMMING. THAT
4. INT. - Person watching local news program		AND THOUSANDS OF COMMUNITIES CAN'T RECEIVE DIRECTV SATELLITE. THAT ALL MAY CHANGE REAL
5. EXT. -ECHOSTAR DishTV Home Satellite Dish		REPORTER V/O: TODAY, ECHOSTAR COMPANY IS THE PARENT COMPANIES OF THE DISH NETWORK AND DIRECTV
6. EXT.- DIRECTV buildings		ANNOUNCED A PROPOSED MERGER LATE LAST YEAR. THE COMPANY HAS FILED AN APPLICATION WITH THE FEDERAL COMMUNICATIONS COMMISSION TO
7. EXT. - Rocket launch		AND OPERATE A NEW SATELLITE.
8. GRAPHIC - Satellite Animation		
9.		
10. Spokesperson on-camera SUPER: Jack Shaw, President, CEO, Hughes Electronics		SHAW O/C: "This proposal is new from here. It's to be able to provide local channels to every market in the United States. That's really a big deal. It's providing maybe 42 markets with the
11. GRAPHIC - US Map: Future- 210 Local Markets		
12. DISSOLVE TO: GRAPHIC U.S. Map -Current- 42 Local Markets		
13. EXT. Rocket launch control center		REPORTER V/O: THE NEW SATELLITE WILL BRING DIRECTV AND ECHOSTAR SPACECRAFT INTO THE COUNTRY WITH EFFICIENCIES GAINED THROUGH THE
14. EXT. Rocket launch sequence		DELIVER LOCAL CHANNELS TO EVERY HOUSEHOLD IN THE COUNTRY, INCLUDING RURAL AND
15. Satellite - Animation		COMPANY WILL ALSO BRIDGE THE PROVERBIAL DIGITAL DIVIDE. AFFORDABLE HIGH-SPEED SATELLITE INTERNET MARKET IN THE COUNTRY.
16. EXT. Homes in rural location		
17. INT. Man working on internet/PC laptop		
18. GRAPHIC: U.S. Map "Broadband: The digital "Haves" (67 Million Households)		
19. DISSOLVE TO: GRAPHIC: U.S. Map Merger Bridges the "Digital Divide" (107 Million Households)		
20. Spokesperson on-camera SUPER:		ERGEN O/C: "We realize that unless we can never ever effectively offer service to every market in America.."
Charles Ergen, Chairman, CEO, EchoStar		

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21.	EXT. Rural landscape	REPORTER V/O: PEOPLE LIVING IN RU
22.	EXT. Man working in garden at rural home	ACCESS TO DSL AND CABLE MODEMS, WIL
23.	INT. Man on DSL internet connection at iMac	INTERNET SERVICE VIA SATELLITE AND
24.	INT. CU on mouse	
25.	EXT. Building exterior pan to Satellite Dish	REPORTER V/O: THE DELIVERY OF LOCAL
26.	INT. Merger Conference	CONTINGENT UPON THE PROPOSED HUGHES
27.	EXT. DirecTV Satellite Dish	APPROVALS FROM THE FEDERAL COMMUNIC
28.	EXT. Rocket launch	DEPARTMENT OF JUSTICE, AS WELL AS T
29.	GRAPHIC - Satellite launch animation	SPOT-BEAM SATELLITE.
30.	GRAPHIC - satellite in space animation	
23.	Spokesperson on-camera	HARTENSTEIN O/C: - "Together Hughes

SUPER: Eddy Hartenstein, Chairman, CEO,
DirectTV

31.	INT. Merger Conference	REPORTER V/O: ONLY IF THIS PROPOSE
32.	EXT. Rural home	HOUSEHOLDS IN SMALL AND RURAL TELE
33.	EXT. DishTV Satellite	FINALLY HAVE A COMPETITIVE ALTERNA
34.	INT. Pan family watching TV	HAD VIRTUAL LOCAL MONOPOLIES ON SE

SUGGESTED ANCHOR TAG

Studio Anchor on-camera	STUDIO ANCHOR O/C: ONCE THE MERGER AUTHORIZED, THE ROLLOUT OF LOCAL CH AS 24 MONTHS LATER.
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B-ROLL (4:02)

ADDITIONAL SOUNDBITES

1.	Spokesperson on-camera	SHAW O/C: "This proposal is new fro
SUPER:		to be able to provide local channel
Jack Shaw, President, CEO, Hughes Electronics		the United States. That's really a
		providing maybe 42 markets with the
		first time, people in rural communi
		relative to their counterparts in m

2.	Spokesperson on-camera	SHAW O/C: "The day after the merger
SUPER:		the same services, the same inner c
Jack Shaw, President, CEO, Hughes Electronics		same inner connection to the world
		counterparts have in every city tha
		benefit the rural community is very
		because I believe that's the heartl

3.	Spokesperson on-camera	ERGEN O/C: "We realize that unless
SUPER:		we can never ever effectively offer
		America. And we say, `Why should pe

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Charles Ergen, Chairman, CEO, EchoStar

same broadband service that people phone company?'"

23. Spokesperson on-camera

SUPER: Eddy Hartenstein, Chairman, CEO, DirectTV

HARTENSTEIN O/C: "Together Direct TV million customers and today represent households in the United States. And technological resources for interactive high definition television and personal Together Hughes and EchoStar will have prowess to deliver ubiquitous broadband both nationwide and enterprise customer

ADDITIONAL B-ROLL

1. GRAPHIC - US Map Future- 210 Local Markets
2. GRAPHIC Of U.S. Map Current- 42 Local Markets
3. GRAPHIC: U.S. Map "Broadband: The digital "Haves" (67 Million Households)
4. GRAPHIC: U.S. Map Merger Bridges the "Digital Divide" (107 Million Households)
5. Push from WS - house with DishTV
6. Pan from rocks to house
7. Pull from house CU to WS with fence
8. CU little boy eating cooking
9. OTS boy watching TV
10. OTS family watching TV

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DISH Network is a trademark of EchoStar Communications Corporation. DISH Network is EchoStar's state-of-the-art direct broadcast satellite TV system that is capable of offering over 500 channels of digital video and CD-quality audio programming, as well as advanced satellite TV receiver hardware and installation. EchoStar is included in the Nasdaq-100 Index (NDX). DISH Network currently serves over 6.43 million customers. For more information, contact 1-800/333-DISH (3474) or visit www.dishnetwork.com.

DIRECTV is the nation's leading digital satellite television service provider with more than 10.7 million customers. DIRECTV and the Cyclone Design logo are registered trademarks of DIRECTV, Inc., a unit of Hughes Electronics Corporation. HUGHES is the world's leading provider of digital television entertainment, broadband services, satellite-based private business networks, and global video and data broadcasting. The earnings of HUGHES, a unit of General Motors Corporation, are used to calculate the earnings per share attributable to the General Motors Class H common stock (NYSE: GMH). Visit DIRECTV on the World Wide Web at www.DIRECTV.com.

In connection with the proposed transactions, General Motors Corporation ("GM"), Hughes Electronics Corporation ("Hughes") and EchoStar Communications Corporation ("EchoStar") intend to file relevant materials with the Securities and Exchange Commission, including one or more Registration Statement(s) on Form S-4 that contain a prospectus and proxy/consent solicitation statement. Because

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those documents will contain important information, holders of GM \$1-2/3 and GM Class H common stock are urged to read them, if and when they become available. When filed with the SEC, they will be available for free at the SEC's website, www.sec.gov, and GM stockholders will receive information at an appropriate time on how to obtain transaction-related documents for free from General Motors. Such documents are not currently available.

General Motors 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 proxies or 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 prospectus and proxy/consent solicitation statement if and 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, Hughes, EchoStar, or a combined EchoStar and Hughes, to differ materially, many of which are beyond the control of EchoStar, Hughes 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," "believes," "estimates," "projects," "potential," "expects," "plans," "anticipates," "intends," "continues," "forecast," "designed," "goal," or the negative of those words or other comparable words to be uncertain and forward-looking. This cautionary statement applies to all forward-looking statements included in this document.

