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HEC HOLDINGS INC
Form 425
October 31, 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

GM/Hughes Statement Regarding Department of Justice Position On
Hughes/Echostar Merger

NEW YORK, Oct. 31 /PRNewswire/ -- The following is a GM/Hughes statement
regarding the Department of Justice's position on the Hughes/Echostar merger:

We are disappointed with both the Department of Justice and Federal
Communications Commission views on this merger. We continue to believe that this
transaction would provide significant benefits to consumers and would be in the
best interest of our shareholders. The merged company would double the spectrum
and offer opportunity for new programming, new services like HDTV and
video-on-demand, and potentially hold the opportunity for residential broadband.

We will consult with Echostar to jointly determine our next steps.

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, 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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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 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," "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.

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