GENERAL MOTORS CORP
Form 425
July 19, 2002

Filed by General Motors Corporation
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

On July 19, 2002, Hughes launched its merger support website. The documents set forth below are currently available at Hughes merger support website.

To access our website s The EchoStar-HUGHES Merger Benefits section, you must read the following cautionary statement and click on Yes at the bottom of the page.

We at HUGHES maintain this website to tell you about the 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, 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 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 tho comparable words to be uncertain and forward-looking. This cautionary statement applies to all forward-looking statements included in this document.

The information that may be reached by clicking the YES button below is directed only at persons who are outside the United Kingdom. If you are in the United Kingdom you MUST NOT press the YES button below but should instead press the NO button below or the back button on your browser. By pressing the YES button below you will thereby represent and warrant to us that you are outside the United Kingdom.

I have read and understand the above statement and the risk factors.

Yes No

HOME

VOICE YOUR SUPPORT

SUPPORTERS

MERGER BENEFITS

BENEFITS BY STATE
(printable)

PRIVACY POLICY

CONTACT US

Consumers will reap tremendous benefits from the merger of EchoStar and HUGHES.

As a direct result of the combination of the companies two satellite services DISH Network and DIRECTV, consumers across the United States will have access to local broadcast channels via satellite with digital-quality television picture and near CD-quality sound in every one of the 210 television markets covering the county. In addition, the merged company will offer a satellite broadband service to consumers everywhere in the United States. To see what the merger means for you, click on your state on the map above.

Local Channels, All Americans

One Nation, One Rate Card

Bridging the Digital Divide

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TV Households as of January 2001, from Nielson Media Research as published in U.S. Television Household Estimates: September 2000.

Basic Cable Subscribers as of September 2000 from Nielsen Media Research as published in U.S. Television Household Estimates: September 2000. Note: Cable information from system operators and ancillary sources, including Television Factbook, FCC and Television Digest Weekly.

Satellite subscribers DTH subscription counts are an aggregate total of DIRECTV, ECHOSTAR, and C-Band subscriptions. DTH subscription counts are current to October 1, 2001.

Cable and DSL Broadband Access Data from the FCC s Third Report on the Deployment of Advanced Telecommunications Capability to All Americans released February 6, 2002, CC Docket 98-146. FCC DATA IS BASED ON ZIP CODES WHERE CABLE AND/OR DSL BROADBAND SERVICE IS AVAILABLE. NOT ALL HOMES WITHIN THOSE ZIP CODES WILL HAVE CABLE AND/OR DSL AVAILABLE.

ALABAMA

Total TV Households: 1,678,690
Cable Subscribers: 1, 153,050 (68.69%)
Satellite Subscribers: 413,379 (24.63%)

Current local broadcast markets served:

Atlanta, GA
Birmingham
- (Anniston and Tuscaloosa, AL)

Markets that consumers will see added if the merger is approved:

Huntsville-Decatur (Florence), AL
Chattanooga, TN
Montgomery (Selma), AL
Columbus et al, MS
Meridian, MS
Mobile Pensacola, Al -FL
Dothan, AL
Columbus, GA

State Access to Broadband Internet
Pre-Merger: 80%
Post-Merger: 100%

ALASKA

Total TV Households: 184,870
Cable Subscribers: 111,010 (60.50%)
Satellite Subscribers: 28,014 (15.15%)

Current local broadcast markets served:
None

Markets that consumers will see added if the merger is approved:
Anchorage, AK
Fairbanks, AK
Juneau, AK

State Access to Broadband Internet
Pre-Merger: 21%
Post-Merger: 100%

ARIZONA

Total TV Households: 1,892,010
Cable Subscribers: 1,129,900 (59.72%)
Satellite Subscribers: 454,191 (24.01%)

Current local broadcast markets served:
Phoenix, AZ

Markets that consumers will see added if the merger is approved:
Tucson (Sierra Vista), AZ
Yuma El Centro, AZ, CA
Albuquerque Santa Fe, NM

State Access to Broadband Internet
Pre-Merger: 92%
Post-Merger: 100%

ARKANSAS

Total TV Households: 976,010
Cable Subscribers: 618,030 (63.32%)
Satellite Subscribers: 307,922 (31.55%)

Current local broadcast markets served:
Memphis, TN

Markets that consumers will see added if the merger is approved:
Little Rock-Pine Bluff, AR
Springfield, MO
Shreveport, LA
Ft. Smith- Fayetteville- Springdale- Rogers, AR
Monroe
- El Dorado, LA-AR
Jonesboro, AR
Greenwood- Greenville, MS

State Access to Broadband Internet
Pre-Merger: 61%
Post-Merger: 100%

CALIFORNIA

Total TV Households: 11,561,050
Cable Subscribers: 7,884,780 (68.20%)
Satellite Subscribers: 2,091,150 (18.09%)

Current local broadcast markets served:

Los Angeles, CA
San Francisco-Oakland-San Jose, CA
Phoenix, AZ
Sacramento-Stockton-Modesto, CA
San Diego, CA

Markets that consumers will see added if the merger is approved:

Fresno Visalia, CA
Reno, NV
Monterery-Salinas, CA
Santa Barbara-Santa Maria, San Luis Obispo, CA
Eureka, CA
Medford et.al., OR
Chico-Redding, CA
Bakersfield, CA
Palm Springs, CA
Yuma-El Centro, AZ-CA

State Access to Broadband Internet
Pre-Merger: 93%
Post-Merger: 100%

COLORADO

Total TV Households: 1,645,010
Cable Subscribers: 1,027,300 (62.45%)
Satellite Subscribers: 400,418 (24.34%)

Current local broadcast markets served:
Denver, CO

Markets that consumers will see added if the merger is approved:
Colorado Springs- Pueblo, CO
Albuquerque- Santa Fe, NM
Grand Junction et al, CO

State Access to Broadband Internet
Pre-Merger: 85%
Post-Merger: 100%

CONNECTICUT

Total TV Households: 1,236,050
Cable Subscribers: 1,090,940 (88.26%)
Satellite Subscribers: 103,211 (8.35%)

Current local broadcast markets served:
New York, NY
Hartford & New Haven, CT (DIRECTV Only)

State Access to Broadband Internet
Pre-Merger: 97%
Post-Merger: 100%

DELAWARE

Total TV Households: 290,470
Cable Subscribers: 237,120 (81.63%)
Satellite Subscribers: 45,121 (15.53%)

Current local broadcast markets served:
Philadelphia

Markets that consumers will see added if the merger is approved:
Salisbury, MD

State Access to Broadband Internet
Pre-Merger: 100%
Post-Merger: 100%

WASHINGTON D.C.

Total TV Households: 216,780
Cable Subscribers: 123,380 (56.91%)
Satellite Subscribers: 20,967 (9.67%)

Current local broadcast markets served:
Washington, DC

District Access to Broadband Internet
Pre-Merger: 93%
Post-Merger: 100%

FLORIDA

Total TV Households: 6,170,820
Cable Subscribers: 4,653,790 (75.42%)
Satellite Subscribers: 1,236,359 (20.04%)

Current local broadcast markets served:

Miami-Ft. Lauderdale, FL.
Orlando- Daytona Beach- Melbourne, FL
West Palm Beach Ft. Pierce, FL
Tampa St. Pete et al, FL

Markets that consumers will see added if the merger is approved:

Jacksonville, FL
Mobile, AL- Pensacola (Ft. Walton Beach) FL
Ft. Myers-Naples, FL
Tallahassee, FL Thomasville, GA
Dotham, AL
Panama City, FL
Gainesville, FL

State Access to Broadband Internet
Pre-Merger: 98%
Post-Merger: 100%

GEORGIA

Total TV Households: 2,936,690
Cable Subscribers: 2,051,910 (69.87%)
Satellite Subscribers: 776,237 (26.43%)

Current local broadcast markets served:

Atlanta, GA
Greenville-Spartanburg, SC Asheville, NC Anderson, SC

Markets that consumers will see added if the merger is approved:

Jacksonville, FL
Chattanooga, TN
Savannah, GA
Tallahassee, FL- Thomasville, GA
Augusta, GA
Macon, GA
Albany, GA
Columbus, GA
Dothan, AL

State Access to Broadband Internet
Pre-Merger: 84%
Post-Merger: 100%

HAWAII

Total TV Households: 382,720
Cable Subscribers: 337,740 (88.25%)
Satellite Subscribers: 9,058 (2.37%)

Current local broadcast markets served:
Honolulu (EchoStar only)

State Access to Broadband Internet
Pre-Merger: 80%
Post-Merger: 100%

IDAHO

Total TV Households: 457,790
Cable Subscribers: 237,970 (51.98%)
Satellite Subscribers: 139,104 (30.39%)

Current local broadcast markets served:
Salt Lake City, UT

State Access to Broadband Internet

Markets that consumers will see added if the merger is approved:
Spokane, WA
Boise, ID
Twin Falls, ID
Idaho Falls et al, ID

Pre-Merger: 66%
Post-Merger: 100%

ILLINOIS

Total TV Households: 4,442,640
Cable Subscribers: 2,888,140 (65.01%)
Satellite Subscribers: 776,408 (17.48%)

Current local broadcast markets served:

Chicago, IL
St. Louis, MO

Markets that consumers will see added if the merger is approved:

Padukah, KY   Cape Cirardeau, MO   Harrisburg- Mt. Vernon, IL
Champaign and Springfield-Decatur, IL
Davenport, IA- Rock Island- Molino, IL
Evansville, IN
Peoria-Bloomington, IL
Rockford, IL
Terre Haute, IN
Quincy et.al., IL-MO-IA

State Access to Broadband Internet
Pre-Merger: 82%
Post-Merger: 100%

INDIANA

Total TV Households: 2,266,720
Cable Subscribers: 1,420,530 (62.67%)
Satellite Subscribers: 591,024 (26.07%)

Current local broadcast markets served:

- Chicago, IL
- Indianapolis, IN
- Cincinnati, OH

Markets that consumers will see added if the merger is approved:

- Louisville, KY
- Dayton, OH
- South Bend, IN Elkhart, IN
- Evansville, IN
- Ft. Wayne, IN
- Terre Haute, IN
- Lafayette, IN

State Access to Broadband Internet
Pre-Merger: 81%
Post-Merger: 100%

IOWA

Total TV Households: 1,115,900
Cable Subscribers: 714,170 (64.00%)
Satellite Subscribers: 259,739 (23.28%)

Current local broadcast markets served:

None

Markets that consumers will see added if the merger is approved:

Des Moines-Ames, IA
Omaha, NE
Cedar Rapids-Waterloo-Iowa City, Dubuque, IA
Davenport, IA- Rock Island-Moline, IL
Sioux Falls (Mitchell), SD
Mankato, MN
Rochester et.al., MN-IA
Quincy et.al., IL-MO-IA
Ottumwa et.al., IA-MO
Sioux City, IA

State Access to Broadband Internet
Pre-Merger: 51%
Post-Merger: 100%

KANSAS

Total TV Households: 1,017,970
Cable Subscribers: 703,540 (69.11%)
Satellite Subscribers: 212,615 (20.89%)

Current local broadcast markets served:

Kansas City, MO

Markets that consumers will see added if the merger is approved:

Tulsa, OK
Wichita-Hutchinson, KS Plus
Lincoln-Hastings-Kearney, NE
Topeka, KS
St. Joseph, MO
Joplin-Pittsburg, MO-KS
Amarillo, TX

State Access to Broadband Internet
Pre-Merger: 65%
Post-Merger: 100%

KENTUCKY

Total TV Households: 1,516,310
Cable Subscribers: 1,003,000 (66.15%)
Satellite Subscribers: 412,482 (27.20%)

Current local broadcast markets served:
Nashville, TN
Cincinnati, OH

Markets that consumers will see added if the merger is approved:
Bowling Green, KY
Louisville, KY
Charleston-Huntington, WV
Knoxville, TN
Lexington, KY
Paducah, KY- Cape Girardeau, MO
Harrisburg-Mt. Vernon, IL
Tri-Cities, TN-VA
Evansville, IN

State Access to Broadband Internet
Pre-Merger: 60%
Post-Merger: 100%

LOUISIANA

Total TV Households: 1,587,770
Cable Subscribers: 1,157,490 (72.90%)
Satellite Subscribers: 303,229 (19.10%)

Current local broadcast markets served:
None

Markets that consumers will see added if the merger is approved:
New Orleans, LA
Shreveport, LA
Baton Rouge, LA
Lafayette, LA
Monroe-El Dorado, LA-AR
Greenwood-Greenville, MS
Alexandria, LA
Lake Charles, LA

State Access to Broadband Internet
Pre-Merger: 79%%
Post-Merger: 100%

MAINE

Total TV Households: 489,530
Cable Subscribers: 342,690 (70.00%)
Satellite Subscribers: 116,415 (23.78%)

Current local broadcast markets served:
None

Markets that consumers will see added if the merger is approved:
Portland-Auburn, ME
Presque Isle, ME
Bangor, ME

State Access to Broadband Internet
Pre-Merger: 65% %
Post-Merger: 100%

MARYLAND

Total TV Households: 1,921,640
Cable Subscribers: 1,339,970 (69.73%)
Satellite Subscribers: 308,925 (16.08%)

Current local broadcast markets served:
Washington, DC (Hagerstown, MD)
Pittsburgh, PA
Baltimore, MD (DIRECTV only)

Markets that consumers will see added if the merger is approved:
Salisbury, MD

State Access to Broadband Internet
Pre-Merger: 88%
Post-Merger: 100%

MASSACHUSETTS

Total TV Households: 2,336,260
Cable Subscribers: 1,897,320 (81.21%)
Satellite Subscribers: 200,308 (8.57%)

Current local broadcast markets served:
Boston, MA (Manchester, NH)
Providence, RI- New Bedford, MA (DIRECTV Only)

Markets that consumers will see added if the merger is approved:
Albany-Schenectady-Troy, NY
Springfield-Holyoke, MA

State Access to Broadband Internet
Pre-Merger: 99%
Post-Merger: 100%

MICHIGAN

Total TV Households: 3,699,480
Cable Subscribers: 2,440,320 (65.96%)
Satellite Subscribers: 718,480 (19.42%)

Current local broadcast markets served:

Detroit, MI
Grand Rapids-Kalamazoo-Battle Creek, MI (EchoStar Only)

Markets that consumers will see added if the merger is approved:

Flint Saginaw Bay City, MI
Toledo, OH
Green Bay-Appleton, WI
South Bend- Elkart, IN
Lansing, MI
Traverse City-Cadillac, MI
Duluth-Superior, MN-WI
Marquette, MI
Alpena, MI

State Access to Broadband Internet
Pre-Merger: 90%
Post-Merger: 100%

MINNESOTA

Total TV Households: 1,825,000
Cable Subscribers: 1,039,330 (56.95%)
Satellite Subscribers: 399,138 (21.87%)

Current local broadcast markets served:
Minneapolis- St. Paul, MN

Markets that consumers will see added if the merger is approved:
Sioux Falls (Mitchell), SD
Fargo-Valley City, ND
Mankato, MN
Rochester et al, MN-IA
La Crosse- Eau Claire, WI
Duluth-Superior, MN-WI

State Access to Broadband Internet
Pre-Merger: 65% %
Post-Merger: 100%

MISSISSIPPI

Total TV Households: 1,004,040
Cable Subscribers: 609,040 (60.66%)
Satellite Subscribers: 330, 764 (32.94%)

Current local broadcast markets served:
Memphis, TN

Markets that consumers will see added if the merger is approved:
New Orleans, LA
Mobile- Pensacola (Ft. Walton Beach), AL-FL
Jackson, MS
Baton Rouge, LA
Greenwood-Greenville, MS
Columbus et.al., MS
Meridian, MS
Hattiesburg Laurel, MS
Biloxi Gulfport, MS

State Access to Broadband Internet
Pre-Merger: 72%
Post-Merger: 100%

MISSOURI

Total TV Households: 2,113,950
Cable Subscribers: 1,178,570 (55.75%)
Satellite Subscribers: 590,340 (27.93%)

Current local broadcast markets served:
St. Louis, MO
Kansas City, MO
Memphis, TN

Markets that consumers will see added if the merger is approved:
Des Moines   Ames, IA
Springfield, MO
Omaha, NE
Paducah, KY; Cape Cirardeau, MO
- Harrisburg-Mt. Vernon, IL
St. Joseph, MO
Ottumwa et.al., IA-MO
Quincy et.al., IL-MO-IA
Columbia et.al., MO
Joplin-Pittsburg, MO-KS
Jonesboro, AR

State Access to Broadband Internet
Pre-Merger: 65%
Post-Merger: 100%

MONTANA

Total TV Households: 336,530
Cable Subscribers: 176,820 (52.54%)
Satellite Subscribers: 131, 251 (39.00%)

Current local broadcast markets served:
None

Markets that consumers will see added if the merger is approved:
Spokane, WA
Missoula, MT
Helena, MT
Great Falls, MT
Butte Bozeman, MT
Billings, MT
Glendive, MT
Minot et.al., ND
Rapid City, SD

State Access to Broadband Internet
Pre-Merger: 52%
Post-Merger: 100%

NEBRASKA

Total TV Households: 640,330
Cable Subscribers: 450,840 (70.41%)
Satellite Subscribers: 140,722 (21.98%)

Current local broadcast markets served:
Denver, CO

Markets that consumers will see added if the merger is approved:
Omaha, NE
Lincoln and Hastings-Kearney, NE
Sioux Falls (Mitchell), SD
Cheyenne, WY; Scottsbluff, NE
North Platte, NE
Witchita et al, KS
Sioux City, IA
Rapid City, SD

State Access to Broadband Internet
Pre-Merger: 56%
Post-Merger: 100%

NEVADA

Total TV Households: 788,220
Cable Subscribers: 548,080 (69.53%)
Satellite Subscribers: 138,936 (17.63%)

Current local broadcast markets served:
Salt Lake City, UT
Las Vegas, NV (DIRECTV Only)

Markets that consumers will see added if the merger is approved:
Reno, NV

State Access to Broadband Internet
Pre-Merger: 78%
Post-Merger: 100%

NEW HAMPSHIRE

Total TV Households: 459,220
Cable Subscribers: 373,870 (81.41%)
Satellite Subscribers: 78,030 (16.99%)

Current local broadcast markets served:
Boston, MA (Manchester, NH)

Markets that consumers will see added if the merger is approved:
Portland- Auburn, ME
Burlington, VT; Plattsburgh, NY

State Access to Broadband Internet
Pre-Merger: 92%
Post-Merger: 100%

NEW JERSEY

Total TV Households: 2,951,700
Cable Subscribers: 2,429,840 (82.32%)
Satellite Subscribers: 354,224 (12.00%)

Current local broadcast markets served:
New York, NY
Philadelphia, PA

State Access to Broadband Internet
Pre-Merger: 99%
Post-Merger: 100%

NEW MEXICO

Total TV Households: 620,020
Cable Subscribers: 357,740 (57.70%)
Satellite Subscribers: 159,204 (25.68%)

Current local broadcast markets served:
Albuquerque Santa Fe, NM (EchoStar Only)

Markets that consumers will see added if the merger is approved:
Tucson (Sierra Vista), AZ
Amarillo, TX
Odessa- Midland, TX

State Access to Broadband Internet
Pre-Merger: 66%
Post-Merger: 100%

NEW YORK

Total TV Households: 6,613,410
Cable Subscribers: 4,757,290 (71.93%)
Satellite Subscribers: 918,661 (13.89%)

Current local broadcast markets served:
New York, NY

Markets that consumers will see added if the merger is approved:
Buffalo, NY
Albany Schenectady- Troy, NY
Rochester, NY
Syracuse, NY
Burlington, VT; Plattsburgh, NY
Watertown, NY
Utica, NY
Binghamton, NY
Elmira, NY

State Access to Broadband Internet
Pre-Merger: 92%
Post-Merger: 100%

NORTH CAROLINA

Total TV Households: 2,988,960
Cable Subscribers: 1,933,500 (64.69%)
Satellite Subscribers: 859,705 (28.76%)

Current local broadcast markets served:

Atlanta, GA
Charlotte, NC
Raleigh-Durham (Fayetteville), NC
Greenville-Spartanburg, SC-Ashville, NC-Anderson, SC
Greensboro, High Point, Winston, Salem, NC (DIRECTV only)

Markets that consumers will see added if the merger is approved:

Norfolk-Portsmouth- Newport News, VA
Chattanooga, TN
Greenville, New Born Washington, N.C.
Florence-Myrtle Beach, SC
Tri-Cities, TN-VA
Wilmington, NC

State Access to Broadband Internet
Pre-Merger: 89%
Post-Merger: 100%

NORTH DAKOTA

Total TV Households: 246,460
Cable Subscribers: 159,420 (64.68%)
Satellite Subscribers: 68,310 (27.72%)

Current local broadcast markets served:
None

Markets that consumers will see added if the merger is approved:
Minot et al, N.D.
Fargo-Valley City, ND

State Access to Broadband Internet
Pre-Merger: 28%
Post-Merger: 100%

OHIO

Total TV Households: 4,302,770
Cable Subscribers: 3,012,610 (70.02%)
Satellite Subscribers: 754,176 (17.53%)

Current local broadcast markets served:

Cleveland- Akron (Canton) OH
Cincinnati, OH
Columbus, OH (DIRECTV Only)

Markets that consumers will see added if the merger is approved:

Dayton, OH
Charleston-Huntington, WV
Toledo, OH
Youngstown, OH
Ft. Wayne, IN
Lima, OH
Zanesville, OH
Wheeling et.al., WV-OH
Parkersburg, WV

State Access to Broadband Internet
Pre-Merger: 92%
Post-Merger: 100%

OKLAHOMA

Total TV Households: 1,288,600
Cable Subscribers: 792,240 (61.48%)
Satellite Subscribers: 311,736 (24.19%)

Current local broadcast markets served:
Oklahoma City, OK (EchoStar only)

Markets that consumers will see added if the merger is approved:
Tulsa, OK
Shreveport, LA
Ft. Smith-Fayettville, Springdale-Rogers, AR
Amarillo, TX
Joplin-Pittsburg, MO-KS
Sherman-Ada, TX-OK
Wichita Falls et.al., TX-OK

State Access to Broadband Internet
Pre-Merger: 71%
Post-Merger: 100%

OREGON

Total TV Households: 1,276,210
Cable Subscribers: 804,880 (63.07%)
Satellite Subscribers: 276,443 (21.66%)

Current local broadcast markets served:
Portland, OR

Markets that consumers will see added if the merger is approved:
Spokane, WA
Boise, ID
Eugene, OR
Yakima Pasco Richland Kennewick, WA
Bend, OR
Medford et al, OR

State Access to Broadband Internet
Pre-Merger: 91%
Post-Merger: 100%

PENNSYLVANIA

Total TV Households: 4,559,840
Cable Subscribers: 3,548,830 (77.83%)
Satellite Subscribers: 577,754 (12.67%)

Current local broadcast markets served:

New York, NY
Philadelphia, PA
Washington, DC (Hagerstown, MD)
Pittsburgh, PA

Markets that consumers will see added if the merger is approved:

Harrisburg-Lancaster-Lebanaon-York, PA
Buffalo, NY
Wilkes Barre-Scranton, PA
Johnstown Altoona, PA
Youngstown, OH
Erie, PA
Elmira, NY

State Access to Broadband Internet
Pre-Merger: 78%
Post-Merger: 100%

RHODE ISLAND

Total TV Households: 375,750
Cable Subscribers: 286,460 (76.24%)
Satellite Subscribers: 38,456 (10.23%)

Current local broadcast markets served:
Providence, RI New Bedford, MA (DIRECTV ONLY)

State Access to Broadband Internet
Pre-Merger: 94%
Post-Merger: 100%

SOUTH CAROLINA

Total TV Households: 1,460,980
Cable Subscribers: 922,560 (63.15%)
Satellite Subscribers: 384,661 (26.33%)

Current local broadcast markets served:

Charlotte, NC
Greenville-Spartanburg, SC-Ashville, NC- Anderson, SC

Markets that consumers will see added if the merger is approved:

Columbia, SC
Savannah, GA
Charleston, SC
Florence-Myrtle Beach, SC
Augusta, GA

State Access to Broadband Internet
Pre-Merger: 84%
Post-Merger: 100%

SOUTH DAKOTA

Total TV Households: 275,600
Cable Subscribers: 178,910 (64.92%)
Satellite Subscribers: 67,953 (24.66%)

Current local broadcast markets served:

None

Markets that consumers will see added if the merger is approved:

Sioux Falls (Mitchell), SD
Minot et al, ND
Rapid City, SD
Sioux City, IA

State Access to Broadband Internet
Pre-Merger: 37%
Post-Merger: 100%

TENNESSEE

Total TV Households: 2,139,070
Cable Subscribers: 1,421,000 (66.43%)
Satellite Subscribers: 540,846 (25.28%)

Current local broadcast markets served:
Nashville, TN
Memphis, TN (DIRECTV Only)