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GENERAL MOTORS CORP
Form 425
April 29, 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

The following invitations and media advisories were distributed on
April 29, 2002:

[ECHOSTAR LOGO]
5701 South Santa Fe Drive
Littleton, CO 80120

[HUGHES LOGO]
P.O. Box 956
200 N. Sepulveda Blvd
El Segundo, CA 90245-0956

You are cordially invited to a Demonstration of
Satellite-Delivered Digital Television
and
High Speed Internet Access

12:00PM
THURSDAY, MAY 2, 2002
NO. 9 PARK
9 PARK STREET
BOSTON

Satellite-delivered digital television and affordable broadband
Internet access will be available all across the
state of Massachusetts if the merger of EchoStar
and Hughes Electronics is completed.

Representatives of EchoStar and DIRECTV will be on hand to
answer questions and demonstrate the
benefits of television programming and
Internet access available with a home
satellite dish.

LUNCH WILL BE SERVED

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 7 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

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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, on March 18, 2002, General Motors Corporation ("GM"), HEC Holdings, Inc. ("Hughes Holdings") and EchoStar Communications Corporation ("EchoStar") filed 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 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 filed on March 18, 2002, 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 preliminary consent solicitation statement/information statement/prospectus filed with the SEC on March 18, 2002 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.

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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

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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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Littleton, CO 80120

[HUGHES LOGO]
P.O. Box 956
200 N. Sepulveda Blvd
El Segundo, CA 90245-0956

YOU ARE CORDIALLY INVITED TO A DEMONSTRATION
BY
ECHOSTAR AND DIRECTV:

LOCAL CHANNELS AND AFFORDABLE BROADBAND EVERYWHERE IN FLORIDA

TALLAHASSEE, FL - On May 2, 2002 at 12 p.m., Senator Durell Peaden, Rep. Bruce Kyle, and Rep. Bob Henriquez, will host a demonstration showcasing satellite-delivered digital television and high-speed Internet access and explain how the proposed merger between EchoStar Communications Corporation and Hughes Electronics' DIRECTV will make local TV channels available to every resident in Florida. Attendees will be able to surf the Internet, delivered via satellite, following the demonstration.

THE DEMONSTRATION WILL BE HELD ON THE 22ND FLOOR OF THE CAPITOL
AT 12:00 P.M., MAY 2, 2002.

LUNCH WILL BE PROVIDED.

FOR MORE INFORMATION PLEASE CONTACT JIM RIMES AT 850-942-2977.

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

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- more -

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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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[HUGHES LOGO]
P.O. Box 956
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El Segundo, CA 90245-0956

You are cordially invited to a Demonstration of
Satellite-Delivered Digital Television and High Speed Internet Access

TUESDAY, APRIL 30, 2002
11:00 A.M.

NEW YORK STATE MUSEUM
4TH FLOOR - TERRACE GALLERY
ALBANY, NEW YORK

Satellite-delivered digital television, including local channels, and affordable broadband Internet access will be available all across New York state if the merger of EchoStar and Hughes Electronics is completed.

Representatives of EchoStar and DIRECTV will be on hand to answer questions and demonstrate the benefits of television programming and Internet access available with a home satellite dish.

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

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installation. EchoStar is included in the Nasdaq-100 Index (NDX). DISH Network currently serves over 7 million customers. For more information, contact 1-800/333-DISH (3474) or visit www.dishnetwork.com.

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- more-

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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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[HUGHES LOGO]
P.O. Box 956
200 N. Sepulveda Blvd
El Segundo, CA 90245-0956

FOR IMMEDIATE RELEASE
APRIL 29, 2002

MEDIA ADVISORY

ECHOSTAR AND DIRECTV PRESENT:

LOCAL CHANNELS AND AFFORDABLE BROADBAND EVERYWHERE IN NEW YORK

Albany, NY - On April 30, 2002 at 11:00 a.m., there will be a demonstration showcasing satellite-delivered digital television and high-speed Internet access and information on how the proposed merger between EchoStar Communications Corporation and Hughes Electronics' DIRECTV will make local TV channels available to every resident in New York. Attendees will be able to surf the Internet, delivered via satellite, following the demonstration.

THE DEMONSTRATION WILL BE HELD AT THE
NEW YORK STATE MUSEUM, TERRACE GALLERY, 4TH FLOOR
AT 11:00 A.M., APRIL 30, 2002.

PRESS INVITED TO ATTEND. LUNCH WILL BE PROVIDED.

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PLEASE CONTACT JONATHAN PIERCE OF SAWCHUK, BROWN ASSOCIATES AT (518.462.0318).

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El Segundo, CA 90245-0956

MEDIA ADVISORY
MONDAY, APRIL 29, 2002

ECHOSTAR AND DIRECTV PRESENT:
LOCAL CHANNELS AND AFFORDABLE BROADBAND EVERYWHERE IN NORTH CAROLINA

Dean Phillips to Host Presentation, which will demonstrate how broadband Internet service can be available across North Carolina, including areas without DSL or cable access

Raleigh, NC - On April 30, 2002 at 11:30 a.m., television personality Dean Phillips will host a demonstration showcasing satellite-delivered digital television and high-speed Internet access. The presentation will explain how the proposed merger between EchoStar Communications Corporation and Hughes Electronics' DIRECTV will make local TV channels and broadband Internet service available to every resident in North Carolina. Attendees will be able to surf

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the Internet, delivered via satellite, following the demonstration.

THE DEMONSTRATION WILL BE HELD AT EXPLORIS IN DOWNTOWN RALEIGH AT
11:30 A.M. ON APRIL 30, 2002. THE EVENT WILL BE HELD IN ROOM B
ON THE GROUND FLOOR. LUNCH WILL BE SERVED.

PLEASE CONTACT BRAD CRONE AT (919) 834-8994 FOR MORE INFORMATION.

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