



OFFICE OF  
THE CHAIRMAN

FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON

March 18, 2002

The Honorable John E. Baldacci  
U. S. House of Representatives  
1740 Longworth House Office Building  
Washington, D.C. 20515

Dear Congressman Baldacci:

Thank you for your letter concerning the proposed transaction involving EchoStar Communications Corporation and General Motors Corporation's subsidiary, Hughes Electronics Corporation, which includes its satellite television unit, DIRECTV. I appreciate learning your views on this important transaction and want to assure you that the proposed merger will undergo a careful and thorough review by the Commission.

As you are aware, General Motors and Hughes Electronics, along with EchoStar, recently announced that they had entered into definitive agreements that provide for the spin-off of Hughes Electronics from General Motors and the merger of Hughes with Echostar. The companies indicated that the proposed merger is subject to a number of conditions, including approval by the majority of each class of General Motors shareholders, and a favorable ruling from the Internal Revenue Service that the divestiture of Hughes Electronics will qualify as a tax-free event for Federal income tax purposes.

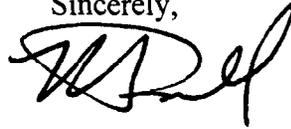
Under the Communications Act, the Commission must approve any license transfers related to the proposed EchoStar-Hughes transaction. In order to expedite this process, I established a special team of Communication staff to coordinate and oversee the Commission's review of the EchoStar-Hughes transaction. On December 3, 2001, the Commission received applications requesting consent to the transfer of control of licenses and authorizations to the new EchoStar entity. The Commission recently issued a notice seeking public comment on the transfer of control applications filed by the parties. Initial comments had to be filed with the Commission by February 4, 2002, and responses had to be filed by February 25, 2002.

Please be assured that the Commission will consider your views carefully, along with the complete record as it develops during our review of the proposed EchoStar-Hughes transaction. As I have indicated, given the significant concentration that would result from this proposed merger, it will be our intention to examine rigorously the information filed by the applicants and any issues raised by the public.

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I appreciate your taking the time to share your thoughts on this matter. Please do not hesitate to contact me if you have any further questions or concerns.

Sincerely,

A handwritten signature in black ink, appearing to read 'M. Powell', written in a cursive style.

Michael K. Powell  
Chairman