

January 7, 2002

Lawrence Frankel, Esq.  
Chief, Telecommunications Task Force  
U.S. Department of Justice  
Antitrust Division  
1401 H Street, N.W.  
Room 8004  
Washington, DC 20550

Re: *EchoStar/Hughes Merger*

Dear Mr. Frankel:

EchoStar Communications Corporation ("EchoStar") and General Motors Corporation ("General Motors") and its wholly-owned subsidiary, Hughes Electronics Corporation ("Hughes" and, together with EchoStar and General Motors, the "Applicants"), have filed consolidated applications asking the Federal Communications Commission ("Commission") to approve the transfer of control of licenses and authorizations currently held or controlled, directly or indirectly, by them in connection with the proposed merger of EchoStar and Hughes and related agreements. In our pre-filing conversations with Commission staff, we discussed its requests to review all documents provided by the Applicants to the Department of Justice ("Department") in connection with the Department's review of the proposed merger pursuant to the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act, and to engage in discussions with representatives of the Department with respect to those documents (collectively, the "HSR Protected Materials") and the status of the Department's review. We have agreed to the Commission staff's requests, subject to the following conditions:

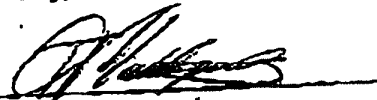
1. The Applicants waive the confidentiality protections of the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act and any applicable confidentiality provisions governing the HSR Protected Materials only to the extent necessary to permit full discussions between the Department and the Commission personnel working on the EchoStar/Hughes merger proceeding regarding the HSR Protected Materials and the status of the Department's review of the merger between the Applicants, and to permit such Commission personnel to view and take notes of the HSR Protected Materials, *provided that*, any information derived from the HSR Protected Materials and any notes taken by Commission personnel relating to the HSR Protected Materials, will be treated as confidential pursuant to the Commission's rules and will not be placed in the administrative record and, *provided further that*, such restrictions shall not apply to any documents or information provided by the Applicants directly to the Commission (including any documents and information that may be identical to documents and information included as part of the HSR Protected Materials), which shall be governed by a protective order issued by the Commission in connection with the proceeding.

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2. Any discussions between the Department and Commission personnel will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) of the Commission's Rules, 47 C.F.R. § 1.1204(a)(6), and will not be disclosed, except as required under that section, and, to the extent that the disclosure of such discussions would reveal trade secrets or commercial or financial information that is privileged or confidential, only in accordance with a protective order adopted by the Commission or a constituent Bureau thereof and as otherwise expressly provided in this letter.

Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing. Thank you.

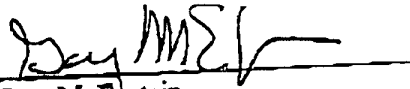
Sincerely,



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202-429-3000

*Counsel for EchoStar Communications Corporation*

Sincerely,



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*Counsel for General Motors Corporation  
and Hughes Electronics Corporation*

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