

NEWS CORP LTD  
Form F-4/A  
August 21, 2003

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As filed with the Securities and Exchange Commission on August 21, 2003

Registration No. 333-105853

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Amendment No. 2**

**to**

**Form F-4**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**The News Corporation Limited**

*(Exact Name of the Registrant as Specified in its Charter)*

**Australia**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**4833**  
*(Primary Standard Industrial  
Classification Code Number)*

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**Not Applicable**  
*(I.R.S. Employer  
Identification Number)*

**2 Holt Street**  
**Surry Hills, New South Wales, Australia 2010**  
**(Country Code 61) 2-9-288-3000**  
*(Address, Including Zip Code, and Telephone Number,  
Including Area Code of Registrant's Principal Executive Offices)*

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**Arthur M. Siskind**  
**The News Corporation Limited**  
**c/o News America Incorporated**  
**1211 Avenue of the Americas**  
**New York, New York 10036**  
**(212) 852-7000**  
*(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent For Service)*

---

*Copies to:*

**Lou R. Kling**  
**Howard L. Ellin**  
**Skadden, Arps, Slate, Meagher  
& Flom LLP**  
**Four Times Square**  
**New York, New York 10036**  
**(212) 735-3000**

**Warren G. Andersen**  
**General Motors Corporation**  
**300 Renaissance Center**  
**Detroit, Michigan**  
**(313) 665-4921**

**Larry D. Hunter**  
**Hughes Electronics Corporation**  
**200 North Sepulveda Boulevard**  
**El Segundo, California 90245**  
**(310) 662-9688**

**Joseph P. Gromacki**  
**Jenner & Block, LLC**

**Frederick S. Green**  
**Michael E. Lubowitz**

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One IBM Plaza  
Chicago, Illinois 60611  
(312) 222-9350

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effectiveness of this Registration Statement and all other conditions under the transaction agreements described herein have been satisfied or waived.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.**

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**SOLICITATION OF WRITTEN CONSENT OF  
GENERAL MOTORS CORPORATION  
COMMON STOCKHOLDERS**

**PROSPECTUS OF  
HUGHES ELECTRONICS CORPORATION**  
*Common Stock,  
par value \$0.01 per share*

**PROSPECTUS OF  
THE NEWS CORPORATION LIMITED**  
*Preferred Limited Voting Ordinary Shares,  
par value A\$0.50 per share,  
represented by Preferred American Depositary Shares*

***The Separation of Hughes from GM  
and Acquisition by News Corporation of  
34% of Hughes***

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General Motors is asking GM \$1 2/3 par value common stockholders and GM Class H common stockholders to approve transactions that will result in the split-off of Hughes from GM through a redemption of all outstanding shares of GM Class H common stock in exchange for shares of Hughes common stock and the acquisition by News Corporation of 34% of the common stock of Hughes outstanding upon the completion of the transactions. As part of these transactions, up to 1,198,188,342 shares of Hughes common stock and up to 177,575,257 News Corporation Preferred ADSs will be issued to the GM Class H common stockholders.

Upon the completion of the transactions, as described in greater detail in this document:

GM will receive (1) a \$275 million special cash dividend from Hughes and (2) for its retained economic interest in Hughes, approximately \$3.84 billion from News Corporation, comprised of approximately \$3.07 billion in cash and approximately \$0.77 billion in News Corporation Preferred ADSs and/or cash; and

GM Class H common stockholders will receive for each share of GM Class H common stock that they own (1) approximately 0.82335 of a share of Hughes common stock and (2) approximately \$2.47 worth of News Corporation Preferred ADSs and/or cash.

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Application has been made to list the Hughes common stock offered by this document on the New York Stock Exchange under the symbol HS. The News Corporation preferred limited voting ordinary shares offered by this document will be represented by News Corporation Preferred ADSs, each of which will represent four News Corporation preferred limited voting ordinary shares. The News Corporation Preferred ADSs offered by this document will be listed on the New York Stock Exchange under the symbol NWS.A.

**WE URGE YOU TO READ THIS DOCUMENT CAREFULLY, INCLUDING**

**THE SECTION ENTITLED RISK FACTORS THAT BEGINS ON PAGE 48.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these transactions or the securities to be issued in connection with these transactions. In addition, neither the Securities and Exchange Commission nor any state securities commission has passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.**

This document, which is dated August 21, 2003, is a combined Consent Solicitation Statement of GM, Prospectus of Hughes and Prospectus of News Corporation and is first being mailed to GM common stockholders on or about September 5, 2003.

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**To the GM \$1 2/3 par value common stockholders and the GM Class H common stockholders:**

GM is proposing to engage in transactions that will result in the separation of its currently wholly owned subsidiary, Hughes Electronics, from GM and the acquisition by News Corporation of 34% of Hughes. If approved by GM common stockholders, the transactions will be accomplished through the following principal steps:

*The Hughes split-off* GM will distribute to the GM Class H common stockholders one share of Hughes common stock in exchange for and in redemption of each outstanding share of GM Class H common stock that they own. In the aggregate, the shares distributed in the Hughes split-off will constitute approximately 80.2% of the outstanding common stock of Hughes. GM and Hughes will enter into certain separation-related arrangements as part of the Hughes split-off, which will include the payment by Hughes to GM of a \$275 million special cash dividend prior to the distribution.

*The GM/News stock sale* Simultaneously with the Hughes split-off, GM will sell the remaining approximately 19.8% of the outstanding common stock of Hughes to a subsidiary of News Corporation for approximately \$3.07 billion in cash and additional consideration consisting of News Corporation Preferred ADSs and/or cash worth approximately \$0.77 billion, subject to adjustment based on a collar mechanism that depends upon the trading price of News Corporation Preferred ADSs during a specified period of time prior to the completion of the transactions.

*The News stock acquisition* Immediately after the Hughes split-off and the GM/News stock sale, a subsidiary of News Corporation will acquire an additional approximately 14.2% of the equity of Hughes from the former GM Class H common stockholders who received shares of Hughes common stock in the Hughes split-off. The News stock acquisition will be accomplished by merging an indirect wholly owned subsidiary of News Corporation into Hughes. In this merger, holders of Hughes common stock immediately prior to the merger (*i.e.*, the former GM Class H common stockholders) will receive in the aggregate approximately \$2.74 billion in consideration, subject to adjustment based on the collar mechanism, consisting of News Corporation Preferred ADSs and/or cash, in exchange for the Hughes common stock acquired by News Corporation, and will retain in the aggregate approximately 82.3% of the common stock of Hughes they received in the Hughes split-off.

As a result of the transactions, each holder of GM Class H common stock will receive for each share of GM Class H common stock approximately 0.82335 of a share of Hughes common stock and approximately \$2.47 worth of News Corporation Preferred ADSs, cash or a combination of News Corporation Preferred ADSs and cash, at News Corporation's election, subject to adjustment based on the collar mechanism.

**You should understand that the above-referenced percentages and amounts are based on certain assumptions described in this document. The terms of the transactions and the specific amounts that GM and the GM Class H common stockholders will receive as a result of the transactions as well as the various factors affecting such amounts are described in greater detail in this document.**

Upon the completion of the transactions:

the GM Class H common stock will be eliminated and GM will no longer have tracking stock ;

the GM \$1 2/3 par value common stock will remain outstanding and will be GM's only class of common stock;

Hughes will become an independent public company;

News Corporation will indirectly own 34% of the outstanding Hughes common stock; and

the former GM Class H common stockholders will own the remaining 66% of the outstanding Hughes common stock.

**THE BOARD OF DIRECTORS OF GENERAL MOTORS HAS APPROVED THE TRANSACTIONS AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE TO APPROVE EACH OF THE PROPOSALS SUBMITTED FOR YOUR APPROVAL BY EXECUTING AND RETURNING THE ENCLOSED CONSENT CARD AS SOON AS POSSIBLE.**

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GM, as the sole stockholder of Hughes, has already approved certain aspects of the transactions. However, other aspects of the transactions require GM common stockholder approval and, accordingly, none of the transactions will be completed unless GM common stockholder approval is obtained. If the GM \$1 2/3 par value common stockholders and GM Class H common stockholders, each voting separately as a class and voting together as a single class based on their respective per share voting power, do not approve each of the proposals relating to the transactions, none of the transactions will occur. In that event, Hughes will remain a wholly owned subsidiary of GM and GM Class H common stock will remain outstanding as a tracking stock of GM reflecting the financial performance of Hughes. Therefore, your vote on these matters is very important. This document contains important information about each of the transactions. **We urge you to read this document carefully, including the section entitled Risk Factors that begins on page 48.**

Hughes strongly supports its separation from GM and the acquisition by a subsidiary of News Corporation of 34% of Hughes pursuant to the transactions. Hughes joins with the GM board of directors in enthusiastically recommending that you vote in favor of the transactions.

G. Richard Wagoner, Jr.  
*Chairman and Chief Executive Officer*  
*General Motors Corporation*

Jack A. Shaw  
*President and Chief Executive Officer*  
*Hughes Electronics Corporation*

August 21, 2003

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**ADDITIONAL INFORMATION**

This document incorporates important business and financial information about GM, Hughes and News Corporation from other documents that are not included in or delivered with this document. You may obtain these documents at the Securities and Exchange Commission's website, [www.sec.gov](http://www.sec.gov), and you may also obtain certain of these documents at the following websites:

*GM:* Documents relating to GM are available at GM's website, [www.gm.com](http://www.gm.com) by selecting Investor Information & Governance and then selecting SEC Filings ;

*Hughes:* Documents relating to Hughes are available at Hughes' website, [www.hughes.com](http://www.hughes.com) by selecting Investor Relations and then selecting SEC Filings ; and

*News Corporation:* Documents relating to News Corporation are available at News Corporation's website, [www.newscorp.com](http://www.newscorp.com) by selecting Investor & Financial and then selecting SEC.

We are not incorporating the contents of the websites of the SEC, GM, Hughes, News Corporation or any other person into this document. We are only providing information about how you can obtain certain documents that are incorporated by reference into this document at these websites for your convenience.

This information is also available to you without charge upon your written or oral request as described below. Written and telephone requests by GM common stockholders for any of the documents of GM, Hughes or News Corporation should be directed to GM as indicated below:

GM Fulfillment Center

MC 480-000-FC1

30200 Stephenson Hwy.

Madison Heights, Michigan 48071-1621

Telephone: (313) 667-1434

**If you would like to request copies of any documents, please do so no later than September 26, 2003 in order to ensure timely delivery.** This date is five business days prior to the estimated end of the minimum 20 business day consent solicitation period required by the SEC because information has been incorporated into this document by reference.

For additional information about where to obtain copies of documents, see [Where You Can Find More Information](#) beginning on page 297.

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\* \* \* \* \*

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Goldman Sachs Fairness Opinion Dated August 5, 2003

Letter Agreement, dated as of August 15, 2003

Amendment No. 2 to Stock Purchase Agreement

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Opinion of Allens Arthur Robinson

Opinion of Kirkland & Ellis LLP

Opinion of Weil, Gotshal & Manges LLP

Opinion of Skadden, Arps, Slate, Meagher & Flom

Opinion of Allens Arthur Robinson

Opinion of Mallesons Stephen Jaques

Consent of Deloitte & Touche LLP

Consent of Merrill Lynch, Pierce, Fenner & Smith

Consent of Bear, Stearns & Co. Inc.

Consent of Credit Suisse First Boston LLC

Consent of Goldman, Sachs & Co.

Consent of Ernst & Young - The News Corporation L.

Consent of Ernst & Young - Fox Entertainment Grp.

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Form of Stockholder Consent Card for G.M.C.

Form of Supplemental Disclosure - United Kingdom

Form of Supplemental Disclosure for Australia

Form of Supplemental Disclosure for Italy

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Merrill Lynch, Pierce, Fenner & Smith Incorporated

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In order to help you understand the effects of the transactions, we have set forth throughout this document certain illustrative calculations of share ownership percentages, values to be provided to GM and the GM Class H common stockholders and various other matters. You should understand that these calculations are for illustrative purposes only and the actual amounts will not be known until the time of the completion of the transactions because they depend upon certain variable factors that will not be determinable until such time. For the purposes of these calculations, we have made assumptions with respect to these variable factors. For information regarding the assumptions underlying these calculations, see The Transactions Description of the Transactions Certain Assumptions on page 79.

In addition, you should understand that the number of shares of Hughes common stock and News Corporation Preferred ADSs to be distributed or issued to GM Class H common stockholders in the transactions could differ from the estimates indicated on the cover of this document. The numbers of shares of Hughes common stock and News Corporation Preferred ADSs to be distributed or issued to GM Class H common stockholders in the transactions, as indicated on the cover of this document, are estimates of the maximum number of shares to be distributed or issued to such stockholders. The actual numbers to be distributed or issued will depend on certain variable factors that will not be known until the time of the completion of the transactions, such as the number of shares of GM Class H common stock outstanding as of such time, the exchange ratio and whether News Corporation elects to pay for shares of Hughes common stock to be acquired pursuant to the transactions with cash rather than News Corporation Preferred ADSs. Moreover, the number of News Corporation Preferred ADSs identified on the cover of this document does not include any News Corporation Preferred ADSs that may be issued to GM in the transactions.



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**QUESTIONS AND ANSWERS ABOUT THE TRANSACTIONS**

**Q1. What is the Hughes split-off?**

- A1. The Hughes split-off consists of proposed transactions that will result in the distribution of approximately 80.2% of the equity of Hughes to the GM Class H common stockholders.

There are two principal components to the Hughes split-off:

**Hughes Special Dividend.** First, Hughes will declare and pay to GM a \$275 million special cash dividend.

**Hughes Split-Off Share Exchange.** GM will then distribute shares of Hughes common stock, representing approximately 80.2% of the equity of Hughes, to GM Class H common stockholders in redemption of all of the outstanding shares of GM Class H common stock. Shares of Hughes common stock will be exchanged for shares of GM Class H common stock on a one-share-for-one-share basis in the Hughes split-off share exchange.

Simultaneously with the Hughes split-off, GM and News Corporation will complete the proposed GM/News stock sale as described in the answer to Question 2 below.

For more information, see pages 13, 71 and 170.

**Q2. What is the GM/News stock sale?**

- A2. The GM/News stock sale is the proposed transaction in which, simultaneously with the completion of the Hughes split-off, GM will sell to a wholly owned subsidiary of News Corporation all of the remaining equity of Hughes held by GM for approximately \$3.84 billion, comprised of approximately \$3.07 billion in cash with the balance of approximately \$0.77 billion paid in News Corporation Preferred ADSs and/or cash at News Corporation's election. You should note, however, that GM could receive less or more than the approximately \$3.84 billion if there are changes in the assumptions described elsewhere in this document. The answer to Question 6 below describes in greater detail what GM will receive in exchange for these shares in the GM/News stock sale. Upon the completion of the GM/News stock sale, News Corporation will indirectly own approximately 19.8% of the outstanding equity of Hughes.

As a result of the Hughes split-off and the GM/News stock sale, Hughes will become an independent public company, separate from and no longer owned by GM.

Immediately after the simultaneous completion of the Hughes split-off and the GM/News stock sale, Hughes and News Corporation will complete the proposed News stock acquisition as described in the answer to Question 3 below.

For more information, see pages 13, 72 and 171.

**Q3. What is the News stock acquisition?**

- A3. The News stock acquisition is the proposed merger in which, immediately after the completion of the Hughes split-off and the GM/News stock sale, a wholly owned subsidiary of News Corporation will merge with and into Hughes. In the merger, a subsidiary of News Corporation will acquire approximately 14.2% of the outstanding equity of Hughes from the former GM Class H common stockholders through the conversion of a portion of the shares of Hughes common stock they will receive in the Hughes split-off share exchange into News Corporation Preferred ADSs and/or cash, at News Corporation's election, as described in the answer to Question 4 below. As a result, News Corporation will indirectly own exactly 34% of the Hughes common stock outstanding upon the completion of the transactions, and the remaining 66% of the Hughes common stock outstanding upon the completion of the transactions will be held by the former holders of GM Class H common stock.

For more information, see pages 13, 74 and 183.

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**Q4. What will I receive if the transactions occur?**

A4. *GM Class H Common Stockholders.* Upon the completion of the transactions, based on certain assumptions described elsewhere in this document, GM Class H common stockholders will receive for each share of GM Class H common stock held immediately prior to the transactions:

approximately 0.82335 of a share of Hughes common stock; and

approximately \$2.47 worth of News Corporation Preferred ADSs and/or cash, subject to adjustment based on a collar mechanism that depends upon the trading price of News Corporation Preferred ADSs during a specified period of time prior to the completion of the transactions.

As a result of the transactions, all outstanding shares of GM Class H common stock will be redeemed and cancelled and GM Class H common stockholders will no longer be holders of the Class H tracking stock of GM. Instead, the former GM Class H common stockholders will be holders of an asset-based stock of Hughes. This asset-based stock will represent a direct equity interest in Hughes rather than the current tracking stock's direct equity interest in GM with its financial returns based on the financial performance of Hughes. GM Class H common stockholders also will receive News Corporation Preferred ADSs and/or cash for a portion of their interest in Hughes. While for U.S. federal income tax purposes the Hughes split-off share exchange generally will be tax-free to GM and its stockholders, the GM/News stock sale and the receipt by the former GM Class H common stockholders of News Corporation Preferred ADSs and/or cash in the News stock acquisition will be taxable transactions.

As described in greater detail elsewhere in this document, the number of shares of Hughes common stock and the number of News Corporation Preferred ADSs and/or the amount of cash that GM Class H common stockholders will receive in the transactions for each share of GM Class H common stock cannot be definitively determined until the time of the completion of the transactions because these amounts will depend upon variable factors that will not be known until that time.

*GM \$1 2/3 Par Value Common Stockholders.* Upon the completion of the transactions, GM \$1 2/3 par value common stockholders will retain their shares of GM \$1 2/3 par value common stock. The GM \$1 2/3 par value common stock will then be GM's only class of common stock, and GM will be a company focused primarily on its core automotive and related businesses. GM will no longer own any shares of Hughes common stock. GM \$1 2/3 par value common stockholders will, however, have an indirect interest in the financial performance of News Corporation and Hughes to the extent that GM acquires any News Corporation Preferred ADSs pursuant to the GM/News stock sale, as described in the answer to Question 6 below, and continues to hold such shares.

For more information, see pages 13, 18, 24, 25, 72 and 159.

**Q5. What is a share identification election?**

A5. The receipt of Hughes common stock by GM Class H common stockholders is expected to be tax-free for U.S. federal income tax purposes, but the receipt of News Corporation Preferred ADSs and/or cash by the former GM Class H common stockholders in exchange for a portion of their Hughes common stock is expected to result in the recognition of gain (or loss) for U.S. federal income tax purposes. The share identification election is intended to provide GM Class H common stockholders the opportunity to associate the receipt of News Corporation Preferred ADSs and/or cash with specific shares of Hughes common stock received as a result of the conversion of particular shares of GM Class H common stock pursuant to one of the election methods described elsewhere in this document, which may affect the amount of taxable gain or loss recognized by them in connection with the taxable portion of the transactions.

You should understand that if a share identification election is not made in a timely manner, *each share* of GM Class H common stock will be exchanged for one share of Hughes common stock, and a portion of *each share* of Hughes common stock will then be converted into the appropriate amount of News Corporation Preferred ADSs and/or cash. As an alternative, GM Class H common stockholders have

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the option to make a share identification election that would result in their shares being treated on an aggregate basis such that certain *specific shares* of Hughes common stock would be converted into the appropriate amount of News Corporation Preferred ADSs and/or cash. Further information about the three alternative share identification methods that GM Class H common stockholders may elect is provided elsewhere in this document.

Making a share identification election will not change the total amount of Hughes common stock and News Corporation Preferred ADSs and/or cash that an electing stockholder will receive as a result of the transactions.

Each GM Class H common stockholder should consult with his or her own tax advisor as to the particular tax consequences of the Hughes split-off, the GM/News stock sale and the News stock acquisition. None of GM, Hughes or News Corporation is providing any assurance with respect to the tax effects of making a share identification election.

For more information, see page 287.

### **Q6. What will GM receive if the transactions occur?**

A6. The transactions are designed to provide significant liquidity and value to GM in respect of GM's approximately 19.8% retained economic interest in Hughes. If the transactions occur, GM will receive:

a \$275 million special cash dividend from Hughes; and

based on certain assumptions described elsewhere in this document, approximately \$3.84 billion from News Corporation, comprised of approximately \$3.07 billion in cash and approximately \$0.77 billion in News Corporation Preferred ADSs and/or cash, subject to adjustment based on the collar mechanism.

The \$275 million special cash dividend from Hughes to GM will provide additional liquidity to GM in the context of the transactions and is designed to compensate GM for the value enhancement arising from the exchange of asset-based stock of Hughes (in the form of Hughes common stock) for the GM Class H common stock, a tracking stock of GM, on a one-share-for-one-share basis.

The amount of cash and the number of News Corporation Preferred ADSs that GM will receive in the transactions cannot be definitively determined until the time of the completion of the GM/News stock sale because these amounts will depend upon variable factors that will not be known until that time.

For more information, see pages 13, 17, 72 and 171.

### **Q7. What are News Corporation Preferred ADSs?**

A7. News Corporation Preferred ADSs are preferred American depositary shares of News Corporation, which are traded on the NYSE under the symbol NWS.A. Each News Corporation Preferred ADS represents four preferred limited voting ordinary shares of News Corporation (which we sometimes refer to as Preferred Ordinary Shares), which are traded on the Australian Stock Exchange under the symbol NCPDP. News Corporation also has outstanding ordinary American depositary shares (which we sometimes refer to as News Corporation Ordinary ADSs), which are traded on the NYSE under the symbol NWS. Each News Corporation Ordinary ADS represents four ordinary shares of News Corporation (which we sometimes refer to as Ordinary Shares). Although holders of Ordinary Shares and News Corporation Ordinary ADSs have full voting rights, holders of Preferred Ordinary Shares and News Corporation Preferred ADSs have no voting rights except in limited circumstances. Unless News Corporation elects to pay cash, both GM and GM Class H common stockholders will receive News Corporation Preferred ADSs in the transactions.

For more information, see pages 27, 229 and 246.

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- Q8. Why will GM receive cash for most (and possibly all) of the interest in Hughes that GM will sell to News Corporation in the transactions as well as the \$275 million special cash dividend from Hughes while the GM Class H common stockholders will receive mainly Hughes common stock (and some News Corporation Preferred ADSs and/or cash) in the transactions for their GM Class H common stock?**
- A8. One reason for the separation of Hughes from GM is to better position the businesses of Hughes to compete within their industries by enabling Hughes to have greater flexibility in accessing capital and to benefit from an affiliation with News Corporation and its affiliates. Another reason is to enable GM to meet its own liquidity objectives over the near term and support its credit rating by monetizing its retained economic interest in Hughes and thus enhance GM's ability to focus on its core automotive and related businesses. To meet these objectives, GM will receive cash for a significant portion, and possibly all, of its retained economic interest in Hughes. In addition, the \$275 million special cash dividend GM will receive from Hughes will provide additional liquidity to GM in the context of the transactions and is designed to compensate GM for the value enhancement arising to GM Class H common stockholders from the exchange of Hughes common stock (an asset-based stock of Hughes) for GM Class H common stock (a tracking stock of GM) on a one-share-for-one-share basis.

As a result of the transactions, the GM Class H common stockholders will continue to have an interest in the business of Hughes, but this interest will be in the form of common stock issued directly by Hughes rather than a tracking stock of GM reflecting the financial performance of Hughes. GM and Hughes believe that a principal reason why GM Class H common stockholders own shares of GM Class H common stock is that they seek to benefit from an investment in the business of Hughes. The transactions will permit these stockholders to retain most of that investment interest through a direct asset-based ownership interest in Hughes common stock. In addition, the GM Class H common stockholders will receive News Corporation Preferred ADSs and/or cash for the portion of their interest in Hughes that will be exchanged in the News stock acquisition in order to increase News Corporation's ownership of Hughes.