

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

_____))
Application of))
))
GENERAL MOTORS CORPORATION AND))
HUGHES ELECTRONICS CORPORATION,))
))
Transferors,) MB Docket No. 03-124
))
and))
))
THE NEWS CORPORATION LIMITED,))
))
Transferee,))
))
For Authority to Transfer Control))
_____)

To: The Commission

PETITION TO ADOPT CONDITIONS TO
AUTHORIZATIONS AND LICENSES

The Department of Justice (ADOJ@) and the Federal Bureau of Investigation (AFBI@), with the concurrence of the Department of Homeland Security (ADHS@) (collectively referred to as the AExecutive Agencies@), respectfully submit this Petition to Adopt Conditions to Authorizations and Licenses (APetition@), pursuant to 47 C.F.R. ' 1.41.

Through this Petition, the Executive Agencies hereby advise the Federal Communications Commission (AFCC@ or ACommission@) that they have no objection to the FCC granting the relief

requested in the applications filed in the above-referenced matter (the Arequested relief@), provided that the Commission conditions the grant of the requested relief on (i) General Motors Corporation (" GM") causing Hughes Electronics Corporation (" Hughes") to adopt, and Hughes adopting, prior to the closing of the subject transactions, the form of Proposed Amendment to the Hughes Electronics Corporation Amended and Restated By-Laws (the " Hughes By-law Amendment") (attached hereto as Exhibit 1), (ii) the adoption by the Board of Directors of The News Corporation Limited (" News Corp.") of the form of Proposed Resolutions of the Board of Directors of The News Corporation Limited (the " Proposed Resolutions") (attached hereto as Exhibit 2), and (iii) compliance by Hughes and News Corp., respectively, with the commitments set forth in the Hughes By-law Amendment, the Proposed Resolutions, and the Letter Agreement dated November 3, 2003 reached between Hughes and the Executive Agencies (the " Letter Agreement") (attached hereto as Exhibit 3).

GM, Hughes, and News Corp. (collectively, the " Applicants") have filed with the Commission a consolidated application seeking consent to the transfer of control of Hughes, which is the parent company of various Commission licensees. The Applicants propose to split off Hughes from GM and have GM divest its interest in Hughes such that Hughes will become a separate and independent publicly traded company. As part of a series of

essentially simultaneous transactions, News Corp. will purchase GM's 19.8% economic interest in Hughes for cash, or cash and News Corp. securities, and News Corp. will purchase an additional 14.2% interest in Hughes from the current holders of publicly-traded GM Class H common stock ("GMH shares") in exchange for cash and/or News Corp. securities. News Corp.'s interest in Hughes will be held by a U.S. subsidiary of News Corp., Fox Entertainment Group ("FEG").

Following the consummation of the proposed transactions, Hughes will be a publicly traded U.S. corporation, a majority of whose Board of Directors will be independent. FEG will be the largest shareholder with a 34% interest in Hughes. The remaining 66% interest in Hughes will be owned or controlled by entities who previously owned or controlled GMH shares, including U.S. Trust Company of New York, the trustee of several GM benefit plans, which will control the second largest voting block - approximately a 20% voting interest.

As the Commission is aware, the DOJ, FBI and DHS have taken the position that their ability to satisfy their obligations to protect the national security, to enforce the laws, and to preserve the safety of the public could be significantly impaired by transactions in which foreign entities will own or operate a part of the U.S. communications system, or in which foreign-located facilities will be used to provide domestic communications services to U.S. customers. News Corp., the foreign entity acquiring control of Hughes (through its controlling interest in FEG), is organized under the laws of Australia. K. Rupert Murdoch, a United States citizen, directly and indirectly controls approximately a 16% equity/30% voting interest in News Corp. Apart from Liberty Media Corporation, a Delaware corporation which according to the Applicants holds a purely passive interest in News Corp., there is no other shareholder with a greater than 10% interest in News Corp.

After discussions with the Applicants in connection with the proposed acquisition and transfers of control, the Executive Agencies concluded that the commitments set forth in the Hughes By-law Amendment, the Proposed Resolutions, and the Letter Agreement are adequate to ensure that the Executive Agencies and other entities with responsibility for enforcing the law, protecting the national security and preserving public safety can proceed in a legal, secure and confidential manner to satisfy these responsibilities.

Accordingly, the DOJ and FBI, with the concurrence of DHS, hereby advise the Commission that they have no objection to the FCC granting the proposed transfers of control in MB Docket No. 03-124, provided that the Commission conditions its consent to the transfers of control on (i) GM causing Hughes to adopt, and Hughes adopting, prior to the closing of the subject transactions, the Hughes By-law Amendment (attached hereto as Exhibit 1), (ii) the adoption by the Board of Directors of News Corp. of the Proposed Resolutions (attached hereto as Exhibit 2), and (iii) compliance by Hughes and News Corp., respectively, with the commitments set forth in the Hughes By-law Amendment, the Proposed Resolutions, and the Letter Agreement (attached hereto as Exhibit 3).

The Executive Agencies are authorized to state that the Applicants do not object to the grant of this Petition.

Respectfully submitted,

/S/ JOHN G. MALCOLM

John G. Malcolm
Deputy Assistant Attorney
General
Criminal Division

United States Department of
Justice
950 Pennsylvania Avenue, N.W.
Washington, DC 20530
(202) 616-3928

/S/ PATRICK W. KELLEY

Patrick W. Kelley
Deputy General Counsel

Federal Bureau of
Investigation
935 Pennsylvania Avenue,
N.W.
Washington, DC 20532
(202) 324-6829

November 18, 2003