



DIRECTV
PanAmSat
DIRECTV Latin America
Hughes Network Systems

November 6, 2003

United States Department of Justice
Assistant Attorney General
Criminal Division
Main Justice
950 Pennsylvania Avenue, N.W.
Washington, DC 20530

Federal Bureau of Investigation
General Counsel
935 Pennsylvania Avenue, N.W.
Washington, DC 20535

United States Department of Homeland Security
General Counsel
Washington, DC 20528

Re: Audit Committee Certification

Reference is made to the form of Amended and Restated By-Laws of Hughes Electronics Corporation ("Hughes") in the form attached hereto as Exhibit 1 (the "By-Laws"), that Hughes intends to adopt in connection with the closing of the transactions contemplated by the Stock Purchase Agreement, dated as of April 9, 2003, as amended from time to time, by and among Hughes, General Motors Corporation and The News Corporation Limited. Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the By-Laws.

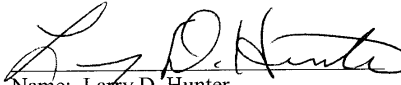
Hughes hereby agrees that, commencing upon the adoption of the By-Laws in connection with the contemplated transactions, on or before the last business day of each January following a calendar year in which the provisions of ~~Section 3(g)~~ ^{ARTICLE III} of the By-Laws applied to Hughes, the Chairman of the Audit Committee shall submit to the United States Department of Justice, Federal Bureau of Investigation, and the United States Department of Homeland Security a certification regarding compliance during the prior calendar year with ~~Section 3(g)~~ ^{ARTICLE III} of the By-Laws. Such certification shall provide a summary of any significant matters brought before the Audit Committee pursuant to ~~Section 3(g)~~ ^{ARTICLE III} during such calendar year and a description of any actions taken by Hughes with respect to such matters.

This letter agreement may be executed in one or more counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

This letter agreement shall be governed and construed in accordance with the laws of the State of Delaware without regard to principles of conflicts of law.

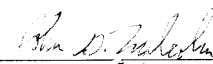
Very truly yours,

HUGHES ELECTRONICS CORPORATION

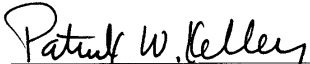
By: 
Name: Larry D. Hunter
Title: Senior Vice President
and General Counsel

Accepted and agreed as of the date first written above:

UNITED STATES DEPARTMENT OF JUSTICE

By: 
Name: JOHN G. MALCOLM
Title: DEPUTY ASSISTANT ATTORNEY GENERAL

FEDERAL BUREAU OF INVESTIGATION

By: 
Name: PATRICK W. KELLEY
Title: DEPUTY GENERAL COUNSEL

UNITED STATES DEPARTMENT OF HOMELAND SECURITY

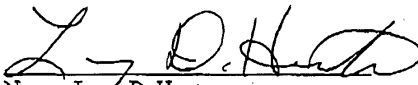
By: _____
Name:
Title:

/Attachment

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Very truly yours,

HUGHES ELECTRONICS CORPORATION

By: 

Name: Larry D. Hunter
Title: Senior Vice President
and General Counsel

Accepted and agreed as of the date first written above:


UNITED STATES DEPARTMENT OF JUSTICE

By: _____
Name:
Title:

FEDERAL BUREAU OF INVESTIGATION

By: _____
Name:
Title:

UNITED STATES DEPARTMENT OF HOMELAND SECURITY

By:  _____
Name: ~~Robert Lisowski~~
Title: Assistant Secretary for Instructional Practice

/Attachment 24 NOV 03