Major Classes of Inventories

(Dollars in Millions)	1996	1995
Productive material, work in process, and supplies	$1,383.1	$1,060.4
Finished product	145.4	165.1
Total	$1,528.5	$1,225.5

Property and Depreciation. Property is carried at cost. Depreciation of property is provided for based on estimated useful lives (3 to 45 years) generally using accelerated methods.

Telecommunications and Other Equipment. Telecommunications and other equipment includes satellite transponders and other equipment subject to operating leases or service agreements. Such equipment is carried at Hughes' direct and indirect manufacturing cost and is amortized over the estimated useful lives (7 to 23 years) using the straight-line method. The net book value of equipment subject to operating leases was $412.4 million and $299.8 million at December 31, 1996 and 1995, respectively.

Intangible Assets. Intangible assets, principally the excess of cost over the fair value of identifiable net assets of purchased businesses, are amortized using the straight-line method over periods not exceeding 40 years. Hughes periodically evaluates the recoverability of goodwill and other intangible assets by assessing whether the unamortized intangible asset can be recovered over its remaining life through undiscounted cash flows generated by underlying tangible assets.

Income Taxes. The provision for income taxes is based on reported income before income taxes. Deferred income tax assets and liabilities reflect the impact of temporary differences between the amounts of assets and liabilities recognized for financial reporting purposes and such amounts recognized for tax purposes, as measured by applying currently enacted tax laws. Provision has been made for U.S. Federal income taxes to be paid on that portion of the undistributed earnings of foreign subsidiaries that has not been deemed permanently reinvested.

Hughes and its domestic subsidiaries join with General Motors in filing a consolidated U.S. Federal income tax return. The portion of the consolidated income tax liability recorded by Hughes is generally equivalent to the liability it would have incurred on a separate return basis.

Research and Development. Expenditures for research and development are charged to costs and expenses as incurred and amounted to $730.0 million in 1996, $761.7 million in 1995, and $699.3 million in 1994.

Financial Instruments. Hughes enters into foreign exchange-forward contracts to reduce its exposure to fluctuations in foreign exchange rates. Foreign exchange-forward contracts are accounted for as hedges to the extent they are designated as, and are effective as, hedges of firm foreign currency commitments.

Foreign Currency Transactions. Foreign currency transaction net gains (losses) included in consolidated operating results amounted to $5.4 million in 1996, ($0.5) million in 1995, and ($4.2) million in 1994.

Market and Credit Risk Concentrations. Sales under United States Government contracts were 34.5%, 35.5%, and 37.6% of net sales in 1996, 1995, and 1994, respectively. Sales to General Motors and affili-

ates, consisting of various automotive electronic component parts, were 32.3% of total sales in 1996, and 35.2% in 1995 and 1994.

Financial instruments which potentially subject Hughes to concentrations of credit risk consist principally of highly liquid investments purchased with original maturities of 90 days or less. Hughes places these investments with high-quality counterparties and, by policy, limits the amount of credit exposure to any one counterparty.

Accounting Changes. Effective January 1, 1996, Hughes adopted Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation, and as permitted by this standard, will continue to apply the recognition and measurement principles of Accounting Principles Board Opinion No. 25 to its stock options. Hughes has calculated the pro forma effects of applying SFAS No. 123 and determined that such effects are not significant in relation to reported net income and earnings per share.

Effective January 1, 1996, Hughes also adopted SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of. This Statement establishes accounting standards for the impairment of long-lived assets, certain identifiable intangibles, and goodwill related to those assets to be held and used, and for long-lived assets and certain identifiable intangibles to be disposed of. The adoption of this new accounting standard did not have a material effect on Hughes' consolidated operating results or financial position.

Effective January 1, 1994, Hughes adopted SFAS No. 112, Employers' Accounting for Postemployment Benefits. The Statement requires accrual of the costs of benefits provided to former or inactive employees after employment, but before retirement. The unfavorable cumulative effect of adopting this Standard was $30.4 million, net of income taxes of $19.2 million, or $0.08 per share of GM Class H common stock. The charge primarily related to extended disability benefits which are accrued on a service-driven basis.

NOTE 2: RELATED-PARTY TRANSACTIONS

Sales, Purchases, and Administrative Expenses. The amounts due from and to GM and affiliates result from sales of products to and purchases of materials and services from units controlled by GM. Purchases from GM and affiliates, including computer systems services provided by Electronic Data Systems Corporation prior to its split-off from GM, and common administrative expenses allocated by GM, amounted to approximately $77.9 million, $233.7 million, and $257.1 million, in 1996, 1995, and 1994, respectively.

Incentive Plans. Certain eligible employees of Hughes participate in various incentive plans of GM and its subsidiaries.

NOTE 3: INCENTIVE PLAN

Under the Hughes Electronics Corporation Incentive Plan (the Plan), as approved by the GM Board of Directors in 1987, 1992, and 1995, shares, rights, or options to acquire up to 20 million shares of GM Class H common stock may be granted through May 31, 1997.

The GM Executive Compensation Committee may grant options and other rights to acquire shares of GM Class H common stock under the provisions of the Plan. The option price is equal to 100% of the fair market value of GM Class H common stock on the date the options are granted. These nonqualified options generally expire 10 years from the dates of grant and are subject to earlier termination under certain conditions.

Changes in the status of outstanding options were as follows:

GM Class H common stock	Shares Under Option	Weighted-Average Exercise Price
Outstanding at January 1, 1994	6,366,008	$25.19
Granted	1,612,640	36.75
Exercised	(712,107)	24.48
Terminated	(202,220)	34.22
Outstanding at December 31, 1994	7,064,321	27.64
Granted	1,537,350	39.94
Exercised	(1,929,393)	24.81
Terminated	(14,425)	34.17
Outstanding at December 31, 1995	6,657,853	31.29
Granted	1,501,900	61.31
Exercised	(864,889)	28.58
Terminated	(128,075)	42.94
Outstanding at December 31, 1996	7,166,789	$37.70
Exercisable at December 31, 1996	4,965,289	$30.40

The following table summarizes information about the Plan stock options outstanding at December 31, 1996:

Range of Exercise Prices	Number Outstanding	Weighted-Average Remaining Contractual Life (years)	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price
$15.00 to $24.99	829,669	4.6	$20.74	829,669	$20.74
25.00 to 34.99	2,179,755	5.5	27.36	2,179,755	27.36
35.00 to 44.99	2,692,090	7.9	38.45	1,955,865	37.89
45.00 to 54.99	—	—	—	—	—
55.00 to 65.00	1,465,275	9.3	61.31	—	—
$15.00 to $65.00	7,166,789	7.1	$37.70	4,965,289	$30.40

At December 31, 1996, the maximum number of shares for which additional options and other rights may be granted under the Plan was 2,314,449 shares.

NOTE 4: PENSION PROGRAMS

Hughes' total pension expense amounted to $97.5 million in 1996, $39.0 million in 1995, and $54.9 million in 1994.

Substantially all the employees of Delco Electronics participate in the defined benefit pension plans of General Motors. Plans covering represented employees generally provide benefits of negotiated stated amounts for each year of service as well as significant supplemental benefits for employees who retire with 30 years of service before normal retirement age. The benefits provided by the plans covering salaried employees are generally based on years of service and the employee's salary history. Certain nonqualified pension plans covering executives are

based on targeted wage replacement percentages and are unfunded. The accumulated plan benefit obligation and plan net assets for the employees of Delco Electronics are not determined separately; however, GM charged Delco Electronics $53.1 million, $50.9 million, and $93.3 million, for benefits earned by these employees in 1996, 1995, and 1994, respectively.

Substantially all of Hughes' non-automotive employees are covered by Hughes' bargaining and non-bargaining defined benefit retirement plans. Benefits are based on years of service and compensation earned during a specified period of time before retirement. Additionally, an unfunded, nonqualified pension plan covers certain executives. The net pension expense (credit) related to these plans covering non-automotive employees included the components shown below:

(Dollars in Millions)	1996	1995	1994
Benefits earned during the year	$ 161.3	$ 110.5	$ 146.7
Interest accrued on benefits earned in prior years	413.4	403.6	377.0
Actual return on assets	(1,253.1)	(1,198.3)	(104.7)
Net amortization and deferral	722.8	672.3	(457.4)
Net retirement plan expense (credit)	$ 44.4	$ (11.9)	$ (38.4)

Costs are actuarially determined using the projected unit credit method and are funded in accordance with U.S. Government cost accounting standards to the extent such costs are tax-deductible. SFAS No. 87, Employers' Accounting for Pensions, requires the recognition of an additional pension liability to increase the amounts recorded up to the unfunded accumulated benefit obligation. The adjustment required to recognize the minimum pension liability required by SFAS No. 87 is recorded as an intangible asset to the extent of unrecognized prior service cost and the remainder, net of applicable deferred income taxes, is recorded as a reduction of Stockholder's Equity. At December 31, 1996 and 1995, the additional minimum pension liability recorded was $210.8 million and $204.9 million, respectively, of which $113.5 million and $108.6 million, respectively, was recorded as a reduction of Stockholder's Equity.

Plan assets are invested primarily in listed common stock, cash and short-term investment funds, U.S. Government securities, and other investments.

The weighted-average discount rates used in determining the actuarial present values of the projected benefit obligation shown in the table on the following page were 7.5% and 7.25% at December 31, 1996 and 1995, respectively. The rate of increase in future compensation levels was 5.0% in 1996 and 1995. The expected long-term rate of return on assets used in determining pension cost was 9.5% in 1996 and 1995.

The table on the following page sets forth the funded status of the Hughes non-automotive employee plans and the amounts included in the Consolidated Balance Sheet at December 31, 1996 and 1995:

(Dollars in Millions)	1996 Assets Exceed Accumulated Benefits	1996 Accumulated Benefits Exceed Assets	1995 Assets Exceed Accumulated Benefits	1995 Accumulated Benefits Exceed Assets
Actuarial present value of benefits based on service to date and present pay levels				
Vested	$ 4,437.0	$ 330.7	$ 4,685.3	$ 327.5
Nonvested	403.7	3.9	225.6	4.7
Accumulated benefit obligation	4,840.7	334.6	4,910.9	332.2
Additional amounts related to projected pay increases	549.3	13.8	456.7	11.0
Total projected benefit obligation based on service to date	5,390.0	348.4	5,367.6	343.2
Plan assets at fair value	7,094.9	70.2	6,397.7	65.9
Plan assets in excess of (less than) projected benefit obligation	1,704.9	(278.2)	1,030.1	(277.3)
Unamortized net amount resulting from changes in plan experience and actuarial assumptions	(564.0)	208.6	173.3	193.3
Unamortized net asset at date of adoption	(106.6)	-	(161.9)	-
Unamortized net amount resulting from changes in plan provisions	(13.0)	15.9	(13.8)	22.6
Adjustment for unfunded pension liabilities	-	(210.8)	-	(204.9)
Net prepaid pension cost (accrued liability)	$ 1,021.3	$ (264.5)	$ 1,027.7	$ (266.3)

NOTE 5: OTHER POSTRETIREMENT BENEFITS

Substantially all of the employees of Delco Electronics participate in various postretirement medical, dental, vision, and life insurance plans of General Motors. Hughes maintains a program for eligible non-automotive retirees to participate in health care and life insurance benefits generally until they reach age 65. Qualified employees who elected to participate in the Hughes contributory defined benefit pension plans may become eligible for these benefits if they retire from Hughes between the ages of 55 and 65.

The total non-pension postretirement benefit cost of Hughes and its subsidiaries included the components set forth as follows:

(Dollars in Millions)	1996	1995	1994
Benefits earned during the year	$ 36.2	$ 33.9	$ 50.1
Interest accrued on benefits earned in prior years	116.5	123.3	130.3
Net amortization	(11.0)	(16.5)	7.6
Total non-pension postretirement benefit cost	$141.7	$140.7	$188.0

The following table displays the components of Hughes' obligation recognized for postretirement benefit plans included in the Consolidated Balance Sheet at December 31, 1996 and 1995:

(Dollars in Millions)	1996	1995
Accumulated postretirement benefit obligation attributable to		
Current retirees	$ 808.3	$ 857.1
Fully eligible active plan participants	254.2	221.1
Other active plan participants	562.0	547.5
Accumulated postretirement benefit obligation	1,624.5	1,625.7
Unrecognized net amount resulting from changes in plan experience and actuarial assumptions	103.7	62.4
Net postretirement benefit obligation	1,728.2	1,688.1
Less current portion	69.3	77.5
Net long-term postretirement benefit obligation	$1,658.9	$1,610.6

The assumed weighted-average discount rates used in determining the actuarial present value of the accumulated postretirement benefit obligation were 7.56% and 7.25% at December 31, 1996 and 1995, respectively. The assumed weighted-average rate of increase in future compensation levels related to pay-related life insurance benefits was 4.5% at December 31, 1996 and 4.4% at December 31, 1995.

The assumed weighted-average health care cost trend rate was 7.91% in 1996, decreasing linearly each successive year until it reaches 5.31% in 2006, after which it remains constant. A one percentage point increase in each year of this annual trend rate would increase the accumulated postretirement benefit obligation at December 31, 1996 by approximately $150 million, and increase the service and interest cost components of the 1996 postretirement benefit expense by approximately $17 million.

Hughes has disclosed in the consolidated financial statements certain amounts associated with estimated future postretirement benefits other than pensions and characterized such amounts as "accumulated postretirement benefit obligations," "liabilities," or "obligations." Notwithstanding the recording of such amounts and the use of these terms, Hughes does not admit or otherwise acknowledge that such amounts or existing postretirement benefit plans of Hughes (other than pensions) represent legally enforceable liabilities of Hughes.

NOTE 6: INCOME TAXES

The income tax provision consisted of the following:

(Dollars in Millions)	1996	1995	1994
Taxes currently payable			
U.S. Federal	$ 390.7	$ 664.6	$ 532.2
Foreign	11.2	13.4	10.3
U.S. state and local	102.8	138.4	100.5
Total	504.7	816.4	643.0
Deferred tax (assets) liabilities - net			
U.S. Federal	97.9	(130.0)	(62.2)
Foreign	0.3	2.0	1.3
U.S. state and local	2.8	(42.8)	(9.3)
Total	101.0	(170.8)	(70.2)
Total income tax provision	$ 605.7	$ 645.6	$ 572.8*

* Excluding effect of accounting change

The deferred income tax benefit in 1994 included a $63.0 million credit that resulted from an adjustment to the beginning of the year valuation allowance because of a change in circumstances with respect to Hughes' ability to realize the benefit from a capital loss carryforward.

Income before income taxes included the following components:

(Dollars in Millions)	1996	1995	1994
U.S. income	$1,547.1	$1,494.7	$1,448.1
Foreign income	87.5	99.2	80.5
Total	$1,634.6	$1,593.9	$1,528.6

The consolidated income tax provision was different than the amount computed using the U.S. statutory income tax rate for the reasons set forth in the following table:

(Dollars in Millions)	1996	1995	1994
Expected tax at U.S. statutory income tax rate	$ 572.1	$ 557.9	$ 535.0
U.S. state and local income taxes	68.6	62.2	59.3
Purchase accounting adjustments	42.8	55.8	43.3
Foreign sales corporation tax benefit	(27.2)	(22.2)	(19.2)
Change in valuation allowance	-	-	(63.0)
Other	(50.6)	(8.1)	17.4
Consolidated income tax provision	$ 605.7	$ 645.6	$ 572.8*

* Excluding effect of accounting change

Temporary differences and carryforwards which gave rise to deferred tax assets and liabilities at December 31, 1996 and 1995 were as follows:

(Dollars in Millions)	1996 Deferred Tax Assets	1996 Deferred Tax Liabilities	1995 Deferred Tax Assets	1995 Deferred Tax Liabilities
Postretirement benefits other than pensions	$ 763.6	$ -	$ 704.9	$ -
Profits on long-term contracts	370.7	142.3	384.5	203.5
Leveraged leases	119.6	-	74.9	-
Employee benefit programs	148.9	387.8	185.2	393.3
Depreciation	-	496.2	-	479.5
Special provision for restructuring	29.0	-	56.4	-
Other	313.2	251.6	445.2	220.3
Subtotal	1,745.0	1,277.9	1,851.1	1,296.6
Valuation allowance	(33.6)	-	(22.8)	-
Total deferred taxes	$1,711.4	$1,277.9	$1,828.3	$1,296.6

Provision has been made for U.S. Federal income taxes to be paid on that portion of the undistributed earnings of foreign subsidiaries that has not been deemed permanently reinvested. At December 31, 1996 and 1995, undistributed earnings of foreign subsidiaries amounted to approximately $462.3 million and $397.4 million, respectively. Repatriation of all accumulated foreign earnings would have resulted in tax liabilities of $122.6 million and $110.3 million, respectively, for which Hughes has provided deferred tax liabilities of $93.4 million and $82.8 million, respectively.

At December 31, 1996, Hughes had $73.6 million of foreign operating loss carryforwards which expire in varying amounts between 1997 and 2001. The valuation allowance includes a provision for all of the foreign operating loss carryforwards. In addition, Hughes had $19.6 million of capital loss carryforwards, of which $12.3 million will expire in 1998 and $7.3 million will expire in 2000. No valuation allowance has been provided for the capital loss carryforwards.

NOTE 7: EARNINGS ATTRIBUTABLE TO GENERAL MOTORS CLASS H COMMON STOCK ON A PER SHARE BASIS AND AVAILABLE SEPARATE CONSOLIDATED NET INCOME

Earnings attributable to General Motors Class H common stock on a per share basis have been determined based on the relative amounts available for the payment of dividends to holders of the GM Class H common stock. Holders of GM Class H common stock have no direct rights in the equity or assets of Hughes, but rather have rights in the equity and assets of GM (which includes 100% of the stock of Hughes).

Dividends on the GM Class H common stock are declared by GM's Board of Directors out of the Available Separate Consolidated Net Income of Hughes earned since the acquisition of Hughes Aircraft Company by GM. The Available Separate Consolidated Net Income of Hughes is determined quarterly and is equal to the separate consolidated net income of Hughes, excluding the effects of GM purchase accounting adjustments arising from the

acquisition of Hughes Aircraft Company (Earnings Used for Computation of Available Separate Consolidated Net Income), multiplied by a fraction, the numerator of which is a number equal to the weighted-average number of shares of GM Class H common stock outstanding during the period and the denominator of which was 399.9 million during the fourth quarters of 1996, 1995, and 1994.

The denominator used in determining the Available Separate Consolidated Net Income of Hughes is adjusted as deemed appropriate by the GM Board of Directors to reflect subdivisions or combinations of the GM Class H common stock and to reflect certain transfers of capital to or from Hughes. The GM Board's discretion to make such adjustments is limited by criteria set forth in GM's Certificate of Incorporation. In this regard, the GM Board has generally caused the denominator to decrease as shares are purchased by Hughes, and to increase as such shares are used, at Hughes expense, for Hughes employee benefit plans or acquisitions.

Dividends may be paid on GM Class H common stock only when, as, and if declared by the GM Board of Directors in its sole discretion. The current policy of the GM Board with respect to GM Class H common stock is to pay cash dividends approximately equal to 35% of the Available Separate Consolidated Net Income of Hughes for the prior year. Notwithstanding the current dividend policy, the dividends paid on the GM Class H common stock during 1996, 1995, and 1994 were based on an annual rate higher than 35% of the Available Separate Consolidated Net Income of Hughes for the preceding year.

NOTE 8: PROPERTY - NET

(Dollars in Millions)	Estimated Useful Lives (Years)	December 31, 1996	December 31, 1995
Land and improvements	10-40	$ 187.6	$ 189.7
Buildings and unamortized leasehold improvements	5-45	1,361.5	1,293.3
Machinery and equipment	3-13	3,140.3	2,874.2
Furniture, fixtures, and office machines	5-15	139.1	118.3
Construction in progress	-	348.5	439.9
Total		5,177.0	4,915.4
Less accumulated depreciation		2,378.1	2,244.2
Net real estate, plants, and equipment		2,798.9	2,671.2
Special tools - less amortization	3	87.7	68.0
Property - net		$2,886.6	$2,739.2

NOTE 9: NOTES AND LOANS PAYABLE AND LONG-TERM DEBT AND CAPITALIZED LEASES

(Dollars in Millions)	December 31, 1996	1995
Loans payable to banks	$ 10.2	$ 15.1
Current portion of long-term debt	151.4	7.2
Current portion of GM term loans	58.8	85.0
Other	27.7	325.2
Total notes and loans payable	$248.1	$432.5
Foreign bank debt	$ 27.1	$ 53.8
Term loans		
GM	58.8	143.8
Other	150.0	150.0
Other debt	-	2.9
Total	235.9	350.5
Less current portion	210.2	92.2
Long-term debt	25.7	258.3
Capitalized leases	8.8	5
Total long-term debt and capitalized leases	$ 34.5	$258.8

At December 31, 1996, Hughes had $550.0 million and $650.0 million of unused credit available under short-term lines of credit and an unsecured revolving credit loan agreement, respectively. The unsecured revolving credit loan agreement provides for a commitment of $650.0 million through January 2000, subject to a facility fee of 0.10% per annum. Borrowings under the agreement bear interest at a rate which approximates the London Interbank Offered Rate plus 0.175%. No amounts were outstanding under the agreement or the short-term lines of credit at December 31, 1996.

At December 31, 1996, foreign bank debt included $27.1 million denominated in British pounds sterling, bearing interest at rates ranging from 5.9% to 7.1% with maturity dates from 1997 to 2003.

The GM term loan bears interest at 6.1% with a maturity date in 1997. The other term loans consisted of notes payable to an insurance company bearing interest at rates ranging from 7.7% to 8.0% with maturity dates in 1997.

Other notes and loans payable for 1995 included $302.7 million related to the acquisition of Magnavox Electronic Systems Company (see Note 13). The note, which bore interest at 5.3%, was repaid in full on January 5, 1996.

Annual maturities of long-term debt and capitalized leases are $210.2 million in 1997, $2.4 million in 1998, $2.5 million in 1999, $2.8 million in 2000, $3.1 million in 2001, and $23.7 million thereafter.

Property with a net book value of $14.8 million at December 31, 1996 was pledged as collateral under such debt.

NOTE 10: ACCRUED LIABILITIES

(Dollars in Millions)	December 31, 1996	1995
Payroll and other compensation	$ 671.3	$ 553.2
Provision for losses on contracts	356.3	408.4
Accrual for restructuring	32.9	115.9
Other	965.3	968.8
Total	$ 2,025.8	$ 2,046.3

Certain amounts for 1995 have been reclassified to conform with 1996 classifications.

NOTE 11: STOCKHOLDER'S EQUITY

The authorized capital stock of Hughes consists of 1,000 shares of $0.10 par value common stock. At December 31, 1996, 1995, and 1994, 1,000 shares having an aggregate par value of $100 were issued and outstanding. All of the outstanding capital stock of Hughes is held by General Motors.

(Dollars in Millions)	1996	1995	1994
Capital stock and additional paid-in capital			
Balance at beginning of the year	$ 6,338.1	$ 6,326.5	$ 6,323.1
Tax benefit from exercise of GM Class H common stock options	9.1	11.6	3.4
Balance at end of the year	$ 6,347.2	$ 6,338.1	$ 6,326.5
Net income retained for use in the business			
Balance at beginning of the year	$ 2,323.9	$ 1,743.6	$ 1,138.2
Net income	1,028.9	948.3	925.4
Cash dividends paid to General Motors	(384.0)	(368.0)	(320.0)
Balance at end of the year	$ 2,968.8	$ 2,323.9	$ 1,743.6
Minimum pension liability adjustment			
Balance at beginning of the year	$ (108.6)	$ (76.1)	$ (120.4)
Change during the year	(4.9)	(32.5)	44.3
Balance at end of the year	$ (113.5)	$ (108.6)	$ (76.1)
Accumulated foreign currency translation adjustments			
Balance at beginning of the year	$ (27.7)	$ (18.2)	$ (12.8)
Change during the year	5.1	(9.5)	(5.4)
Balance at end of the year	$ (22.6)	$ (27.7)	$ (18.2)

As sole stockholder of Hughes, GM is able to cause Hughes to pay cash dividends and make advances to or otherwise enter into transactions with GM as GM deems desirable and appropriate. GM reserves the right to cause Hughes to pay cash dividends to GM in such amounts as GM determines are desirable under the then prevailing facts and circumstances. Such amounts may be the same as, greater than, or less than the cash dividends paid by GM on its Class H common stock. There is no fixed relationship, on a per share or aggregate basis, between the cash dividends that may be paid by GM to holders of its Class H common stock and the cash dividends or other amounts that may be paid by Hughes to GM.

NOTE 12: SPECIAL PROVISION FOR RESTRUCTURING

In 1992, Hughes recorded a special restructuring charge of $1,237.0 million primarily attributable to redundant facilities and related employment costs. The special charge comprehended a reduction of Hughes' worldwide employment, a major facilities consolidation, and a reevaluation of certain business lines that no longer met Hughes' strategic objectives. Restructuring costs of $92.4 million, $208.8 million, and $228.3 million were charged against the reserve during 1996, 1995, and 1994, respectively. In addition, in 1994 the restructuring reserve was increased by $35.0 million primarily due to changes in the estimated loss on disposition of a subsidiary. The remaining liability at December 31, 1996 of $42.0 million relates primarily to reserves for excess facilities and other site consolidation costs. Approximately $40.7 million of this total will require future cash outflows. It is expected that these costs will be expended predominantly during the next year.

NOTE 13: ACQUISITIONS AND DIVESTITURES

In December 1996, Hughes announced that it had reached an agreement to acquire the Marine Systems Division of Alliant Techsystems, Inc. for $141.0 million in cash. The Marine Systems Division is a leader in lightweight torpedo manufacturing and the design and manufacturing of underwater surveillance, sonar and mine warfare systems. The acquisition was completed in the first quarter of 1997.

In September 1996, Hughes and PanAmSat Corporation entered into an agreement to merge their respective satellite services operations into a new publicly-held company. Hughes would contribute its Galaxy satellite services business in exchange for a 71.5% interest in the new company. Current PanAmSat stockholders would receive a 28.5% interest in the new company and $1.5 billion in cash. The source of the cash component of the consideration is expected to be new debt financing, which will be an obligation of the new company. PanAmSat is a leading provider of international satellite services. The transaction, which is contingent upon receiving certain regulatory approvals, is expected to close during the second quarter of 1997.

In March 1996, Hughes sold a 2.5% equity interest in DIRECTV, a wholly-owned subsidiary of Hughes, to AT&T for $137.5 million, with options to increase their ownership interest under certain conditions. The sale resulted in a $120.3 million pretax gain which is included in other income.

In February 1995, Hughes acquired substantially all of the assets of CAE-Link Corporation for $176.0 million in cash. CAE-Link is an established supplier of simulation, training, and technical services, primarily to the U.S. military and NASA. In December 1995, Hughes acquired all of the stock of Magnavox Electronic Systems Company (Magnavox) for $382.4 million, consisting of cash of $70.5 million, a note payable of $302.7 million, and estimated additional

amounts to be paid of $9.2 million. Magnavox is a leading supplier of military tactical communications, electronic warfare, and command and control systems. In addition, Hughes acquired several other enterprises with operations that complement existing technological capabilities at aggregate purchase prices, paid in cash, of $28.7 million and $63.0 million in 1996 and 1995, respectively.

All acquisitions were accounted for using the purchase method of accounting. The operating results of the entities acquired were consolidated with those of Hughes from their respective acquisition dates. These acquisitions did not have a material impact on the operating results of Hughes. The purchase price of each acquisition was allocated to the net assets acquired, including intangible assets, based upon their estimated fair values at the dates of acquisition.

During 1995, Hughes divested several non-strategic enterprises generating aggregate proceeds of approximately $127.2 million and a net loss of approximately $8.2 million, which included the write-off of $30.1 million of purchase accounting adjustments related to GM's acquisition of Hughes Aircraft Company. Also in 1995, Hughes recorded a $46.0 million charge for the estimated loss on disposition of a business unit (including $6.0 million related to the write-off of GM purchase accounting adjustments) and completed the divestiture of Hughes LAN Systems, for which a pre-tax charge of $35.0 million was taken in 1994.

NOTE 14: DERIVATIVE FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Hughes is a party to financial instruments with off-balance sheet risk in the normal course of business to reduce its exposure to fluctuations in foreign exchange rates. The primary class of derivatives used by Hughes is foreign exchange-forward contracts. These instruments involve, to varying degrees, elements of credit risk in the event a counterparty should default and market risk as the instruments are subject to rate and price fluctuations. Credit risk is managed through the periodic monitoring and approval of financially sound counterparties. Market risk is mitigated because the derivatives are used to hedge underlying transactions. Cash receipts or payments on these contracts normally occur at maturity. Hughes holds derivatives only for purposes other than trading.

Foreign exchange-forward contracts are legal agreements between two parties to purchase and sell a foreign currency, for a price specified at the contract date, with delivery and settlement in the future. Hughes uses these agreements to hedge risk of changes in foreign currency exchange rates associated with certain firm commitments denominated in foreign currency.

The total notional amount of foreign exchange-forward contracts Hughes held at December 31, 1996 and 1995, was approximately $223 million and $289 million, respectively. Hughes' open contracts extend for periods averaging six months.

NOTE 15: FAIR VALUE OF FINANCIAL INSTRUMENTS

For notes and loans payable and long-term debt and capitalized leases, the estimated fair value (which approximates book value) was $283.2 million and $694.9 million at December 31, 1996 and 1995, respectively. Such fair value is based on the quoted market prices for similar issues or on the current rates offered to Hughes for debt of similar remaining maturities. The carrying value of debt with an original term of less than 90 days is assumed to approximate fair value.

The fair values of derivative financial instruments

reflect the estimated amounts Hughes would receive or pay to terminate the contracts at the reporting date, which takes into account the current unrealized gains or losses on open contracts that are deferred and recognized when the offsetting gains and losses are recognized on the related hedged items. The fair value of foreign exchange-forward contracts is estimated based on foreign exchange rate quotes at the reporting date. At December 31, 1996 and 1995, the estimated fair value of open contracts, which were in a net gain position, was $4.5 million and $10.7 million, respectively.

For all financial instruments not described above, fair value approximates book value.

NOTE 16: SEGMENT REPORTING

Hughes operates within the field of modern high-technology electronics for use in Telecommunications and Space, Automotive Electronics, and Aerospace and Defense Systems business segments. The Telecommunications and Space segment includes satellite construction, ownership and operation, communication services, ground equipment, and direct-to-home satellite television entertainment services. Radios, controls for engines and transmissions, navigation and communication systems, monitors and sensors for air bags, controllers for anti-lock brakes, climate control, dashboard instrumentation, vehicle security electronics, and other automotive electronic products are included in the Automotive Electronics segment. The Aerospace and Defense Systems segment includes missile systems, command and control systems, torpedoes and sonar systems, electro-optical systems, airborne radar and communication systems, military training and simulation systems, air traffic control systems, information systems, and guidance and control systems. Intercompany transfers between segments are not material. Information concerning operations by business segment is shown below.

(Dollars in Millions)	Telecommunications and Space	Automotive Electronics	Aerospace and Defense Systems	Corporate and Other	Total
Revenues					
1996	$4,114.9	$5,350.8	$6,338.4	$113.8	$15,917.9
1995	3,092.7	5,561.3	5,945.4	172.4	14,771.8
1994	2,596.2	5,221.7	6,023.6	257.9	14,099.4
Operating Profit (Loss) [1]					
1996	$ 238.8	$ 654.0	$ 593.8	$ (14.6)	$ 1,472.0
1995	168.2	869.0	587.1	(80.4)	1,543.9
1994	250.0	794.8	562.7	(100.9)	1,506.6
Identifiable Assets at Year-End [2]					
1996	$4,874.7	$3,394.9	$7,544.7	$665.8	$16,480.1
1995	4,309.0	3,267.4	7,718.4	679.6	15,974.4
1994	3,727.8	3,429.8	6,712.0	980.9	14,850.5
Depreciation and Amortization [1]					
1996	$ 215.8	$ 195.9	$ 258.5	$ 12.4	$ 682.6
1995	199.3	151.4	232.9	27.5	611.1
1994	161.8	142.2	259.4	30.6	594.0
Capital Expenditures [3]					
1996	$ 449.8	$ 196.0	$ 171.1	$ 23.3	$ 840.2
1995	436.5	264.7	109.8	9.3	820.3
1994	399.3	166.4	159.5	21.1	746.3

Certain amounts for 1995 have been reclassified to conform with 1996 classifications.

(Note 16 continued)

(1) Includes purchase accounting adjustments associated with GM's purchase of Hughes Aircraft Company of $122.3 million in 1996 ($21.0 million, $100.9 million, and $0.4 million related to Telecommunications and Space, Aerospace and Defense Systems, and Corporate and Other, respectively), $123.4 million in 1995 ($21.0 million, $100.9 million, and $1.5 million related to Telecommunications and Space, Aerospace and Defense Systems, and Corporate and Other, respectively), and $123.8 million in 1994 ($21.0 million, $100.9 million, and $1.9 million related to Telecommunications and Space, Aerospace and Defense Systems, and Corporate and Other, respectively).

(2) Identifiable assets include the unamortized purchase accounting adjustments associated with the purchase of Hughes Aircraft Company as detailed below:

	Telecommunications & Space	Aerospace and Defense Systems	Corporate and Other	Total
1996	$ 468.0	$ 2,247.8	$ 7.7	$ 2,723.5
1995	489.0	2,348.7	8.1	2,845.8
1994	510.0	2,449.6	45.7	3,005.3

(3) Telecommunications and Space includes expenditures related to telecommunications and other equipment amounting to $187.9 million, $274.6 million, and $255.8 million in 1996, 1995, and 1994, respectively.

A reconciliation of operating profit shown on the preceding page to Income before Income Taxes shown in the Consolidated Statement of Income and Available Separate Consolidated Net Income follows:

(Dollars in Millions)	1996	1995	1994
Operating Profit	$1,472.0	$1,543.9	$1,506.6
Other Income - net	173.8	57.5	37.1
Interest Expense - net	(11.2)	(7.5)	(15.1)
Income before Income Taxes	$1,634.6	$1,593.9	$1,528.6

Export sales from the U.S. were as follows:

(Dollars in Millions)	1996	1995	1994
Africa	$ 42.2	$ 25.4	$ 25.8
Asia	1,168.1	948.9	758.2
Canada	721.3	861.8	876.3
Europe	1,296.8	929.4	678.6
Mexico	196.2	143.4	96.9
Other Latin America	115.5	76.0	90.3
Middle East	250.9	327.0	370.1
Total	$3,791.0	$3,311.9	$2,896.2

NOTE 17: COMMITMENTS AND CONTINGENCIES

Hughes signed agreements in 1995 and 1996 to procure commercial satellite launches, a significant number of which are expected to be used in connection with satellites ordered by outside customers. The agreements provide for launches beginning in 1998 and also contain options for additional launch vehicles. The total amount of the commitment, which is dependent upon the number of options exercised, market conditions, and other factors, could exceed $2 billion.

In December 1994, Hughes entered into an agreement with Computer Sciences Corporation (CSC) whereby CSC provides a significant amount of the non-automotive data processing services required by Hughes. Baseline service payments to CSC are expected to aggregate approximately $1.5 billion over the term of the eight-year agreement. The contract is cancelable by Hughes with substantial early termination penalties.

Minimum future commitments under operating leases having noncancelable lease terms in excess of one year, primarily for real property and satellite transponders, aggregating $2,552.5 million, are payable as follows: $274.8 million in 1997, $244.5 million in 1998, $265.9 million in 1999, $289.7 million in 2000, $208.8 million in 2001, and $1,268.8 million thereafter. Certain of these leases contain escalation clauses and renewal or purchase options. Rental expenses under operating leases were $279.4 million in 1996, $257.9 million in 1995, and $306.2 million in 1994.

Hughes has issued or is a party to various guarantees and letter of credit agreements totaling $813.4 million at December 31, 1996. In the Company's past experience, virtually no claims have been made against these financial instruments.

Hughes and its subsidiaries are subject to potential liability under government regulations and various claims and legal actions which are pending or may be asserted against them. The aggregate ultimate liability of Hughes and its subsidiaries under these government regulations, and under these claims and actions, was not determinable at December 31, 1996. In the opinion of management of Hughes, such liability is not expected to have a material adverse effect on Hughes' consolidated operations or financial position.

Hughes has maintained a suit against the U.S. Government since September 1973, regarding the Government's infringement and use of a Hughes patent (the "Williams Patent" covering "Velocity Control and Orientation of a Spin Stabilized Body," principally satellites). On June 17, 1994, the U.S. Court of Claims awarded Hughes damages of $114 million. Because Hughes believed that the record supported a higher royalty rate, it appealed that decision. The U.S. Government, contending that the award was too high, also appealed. On June 19, 1996, the Court of Appeals for the Federal Circuit affirmed the decision of the Court of Claims which awarded Hughes $114 million in damages, together with interest. The U.S. Government petitioned the Court of Appeals for the Federal Circuit for a rehearing. That petition was denied in October of 1996. The U.S. Government has filed a petition with the U.S. Supreme Court seeking certiorari. In the opinion of management of Hughes, there is a reasonable possibility that this matter could be resolved in the near term. While no amount has been recorded in the financial statements of Hughes to reflect the $114 million award, a resolution of this matter could result in a gain that would be material to the earnings of General Motors attributable to Class H common stock.

NOTE 18: SUBSEQUENT EVENT

On January 16, 1997, GM and Hughes announced a series of planned transactions that would impact the defense electronics, automotive electronics and telecommunications and space businesses of Hughes. The transactions would include:

- The tax-free spin-off, of 100% of the Hughes defense business, to holders of GM's $1-⅔ par value and Class H common stocks;
- The tax-free merger of the Hughes defense business with Raytheon Company (Raytheon immediately following the spin-off, after which there would be outstanding two classes of Raytheon/Hughes defense common stock;

• The transfer of Delco Electronics (Delco), the automotive electronics subsidiary of Hughes, from Hughes to GM's Delphi Automotive Systems and a reallocation of the derivative interest in the earnings of Delco currently held by Class H common stockholders to holders of $1-2/3 par value common stock; and

• The recapitalization of Class H common stock into a tracking stock linked to the telecommunications and space business of Hughes. GM would continue to own 100% of Hughes, which would hold and operate its existing telecommunications and space business.

The distribution of stock in the Hughes defense business to holders of GM Class H and $1-2/3 par value common stock would be in a ratio that would be determined by GM's Board of Directors to be fair to both classes of stockholders and would reflect: (1) a pro rata spin-off of the Hughes defense business to holders of GM Class H and $1-2/3 par value Class H common stock; (2) a partial reallocation of the Hughes defense business from holders of GM $1-2/3 par value common stock to holders of Class H common stock in exchange for the derivative interest in the earnings of Delco currently held by the Class H stockholders; and (3) other effects and factors relating to the planned transactions. Such a distribution ratio will be set by GM's Board of Directors at a time closer to GM's distribution of the solicitation statement/prospectus pursuant to which GM stockholders will be asked to approve the transactions.

The planned transactions are subject to approval by holders of GM $1-2/3 par value and Class H common stock. In addition, the merger of the Hughes defense business with Raytheon, which is contingent upon the spin-off of the Hughes defense business, is subject to approval by the stockholders of Raytheon. The planned transactions also are subject to a variety of regulatory approvals and actions, including anti-trust clearance and receipt of rulings by the Internal Revenue Service that the spin-off of the Hughes defense business would be tax-free to GM and its stockholders.

The spin-off is not being proposed in a manner that would result in a recapitalization of Class H common stock into $1-2/3 par value common stock at a 120% exchange ratio, as currently provided for under certain circumstances in GM's Restated Certificate of Incorporation, as amended.

No assurances can be given that the above transactions will be completed; however, management of GM and Hughes and GM's Board of Directors expect to solicit stockholder approval during late 1997, after certain conditions are satisfied.

SUPPLEMENTAL INFORMATION

SELECTED QUARTERLY DATA (UNAUDITED) (Dollars in Millions Except Per Share Amounts)

	1996 Quarters				1995 Quarters			
	1st	2nd	3rd	4th	1st	2nd	3rd	4th
Revenues	$3,736.7	$4,062.5	$3,822.6	$4,296.1	$3,578.8	$3,723.6	$3,441.3	$4,028.1
Income before income taxes	$ 472.5	$ 448.3	$ 366.2	$ 347.6	$ 403.3	$ 436.3	$ 310.6	$ 443.7
Income taxes	191.4	172.3	144.7	97.3	165.4	178.8	121.6	179.8
Net income	$ 281.1	$ 276.0	$ 221.5	$ 250.3	$ 237.9	$ 257.5	$ 189.0	$ 263.9
Earnings used for computation of available separate consolidated net income	$ 311.7	$ 306.6	$ 252.0	$ 280.9	$ 268.9	$ 288.4	$ 256.1	$ 294.4
Average number of shares of General Motors Class H common stock outstanding (in millions)	97.4	98.2	98.8	99.3	94.2	95.4	95.9	96.5
Class H dividend base (in millions)	399.9	399.9	399.9	399.9	399.9	399.9	399.9	399.9
Available separate consolidated net income	$ 76.0	$ 75.2	$ 62.3	$ 69.8	$ 63.3	$ 68.8	$ 61.4	$ 71.1
Net earnings attributable to General Motors Class H common stock on a per share basis	$0.78	$0.77	$0.63	$0.70	$0.67	$0.72	$0.64	$0.74
Stock price range of General Motors Class H common stock								
High	$63.38	$68.25	$61.38	$59.25	$41.75	$41.63	$42.75	$50.00
Low	$45.00	$57.50	$53.13	$49.50	$33.25	$37.75	$39.13	$39.50

Selected Financial Data (UNAUDITED)

(Dollars in Millions Except Per Share Amounts)

	1996	1995	1994	1993	1992
Revenues	$15,917.9	$14,771.8	$14,099.4	$13,517.5	$12,297.1
Earnings (Loss) used for computation of available separate consolidated net income (loss)	$ 1,151.2	$ 1,107.8	$ 1,049.2	$ 921.6	$ (921.6)
Average number of shares of General Motors Class H common stock outstanding (in millions)	98.4	95.5	92.1	88.6	75.3
Class H dividend base (in millions)	399.9	399.9	399.9	399.9	399.9
Available separate consolidated net income (loss)	$ 283.3	$ 264.6	$ 241.6	$ 204.5	$ (142.3)
GM Class H cash dividends	$ 94.4	$ 87.9	$ 73.8	$ 64.1	$ 53.3
Dividend payout ratio (1)	35.7%	36.4%	36.0%	N/A	51.0%
Earnings (Loss) attributable to General Motors Class H common stock on a per share basis before cumulative effect of accounting changes	$2.88	$2.77	$2.70	$2.30	$(0.11)
Earnings (Loss) attributable to General Motors Class H common stock on a per share basis after cumulative effect of accounting changes	$2.88	$2.77	$2.62	$2.30	$(2.29)
Capital expenditures (2)	$ 840.2	$ 820.3	$ 746.3	$ 580.0	$ 558.5
Cash and cash equivalents	$ 1,161.3	$ 1,139.5	$ 1,501.8	$ 1,008.7	$ 702.7
Working capital	$ 2,879.4	$ 2,502.0	$ 2,695.5	$ 2,165.2	$ 1,692.4
Total assets	$16,480.1	$15,974.4	$14,850.5	$14,117.1	$14,209.2
Long-term debt and capitalized leases	$ 34.5	$ 258.8	$ 353.5	$ 416.8	$ 711.0
Return on equity* (3)	11.6%	11.5%	12.1%	11.3%	(13.9%)
Income (Loss) before interest and taxes as a percent of capitalization (4)	18.3%	18.7%	19.0%	18.0%	(2.3%)
Pre-tax return on total assets (5)	10.1%	10.3%	10.6%	9.7%	(1.8%)

* Includes unfavorable cumulative effect of accounting changes of $30.4 million in 1994 and $872.1 million in 1992.

(1) GM Class H cash dividends divided by available separate consolidated net income for the prior year.

(2) Includes expenditures related to telecommunications and other equipment amounting to $187.9 million, $274.6 million, $255.8 million, $131.1 million, and $101.6 million in 1996, 1995, 1994, 1993, and 1992, respectively.

(3) Net Income (Loss) divided by average stockholder's equity (General Motors' equity in its wholly-owned subsidiary, Hughes). Holders of GM Class H common stock have no direct rights in the equity or assets of Hughes, but rather have rights in the equity and assets of GM (which includes 100% of the stock of Hughes).

(4) Income (Loss) before interest and taxes divided by average stockholder's equity plus average debt.

(5) Income (Loss) before Income Taxes divided by average total assets.

WHAT IS CLASS H STOCK**

GM Has Two Classes of Common Stock

This annual report is prepared for the benefit of holders of General Motors Corporation ("GM") Class H common stock. GM has two classes of common stock, Class H (ticker symbol GMH) and $1-2/3 par value (ticker symbol GM). Holders of Class H common stock have no direct rights in the equity or assets of Hughes Electronics Corporation (Hughes), but rather have rights in the equity and assets of GM, which includes 100 percent of the stock of Hughes. For purposes of determining the approximate earnings per share attributable to Class H common stock for financial reporting purposes, an investor may divide the quarterly Hughes earnings allocated to Class H common stock (the Available Separate Consolidated Net Income of Hughes) by the weighted-average number of shares of Class H common stock outstanding during such quarter. Earnings per share of GM $1-2/3 par value common stock are calculated on the consolidated earnings of GM excluding the aggregate earnings attributed to the outstanding shares of Class H common stock.

Class H is a GM Stock with Dividend Payments Linked to the Performance of Hughes

Class H common stock, which is issued by GM, is designed to provide holders with financial returns based on the performance of Hughes and not the performance of any other GM subsidiaries, divisions, or operations. The current dividend policy of the GM Board of Directors is to pay quarterly dividends on Class H common stock at an annual rate equal to approximately 35 percent of the Available Separate Consolidated Net Income of Hughes for the prior year as described herein. The Board may change dividend practices and policies with respect to Class H common stock, or any other class of GM common stock, at any time.

Earnings Attributable to Class H Stock are Not Affected by Hughes Aircraft Company Acquisition Intangibles

The Hughes Consolidated Statement of Income reflects amortization and adjustment of purchase accounting adjustments arising from GM's acquisition of Hughes Aircraft Company in 1985 of $122.3 million in 1996, $159.5 million in 1995 and $123.8 million in 1994. Also, $2.7 billion and $2.8 billion, respectively, of related unamortized intangible assets are included in the December 31, 1996 and 1995 Consolidated Balance Sheet. GM's Certificate of Incorporation provides that, in calculating the amount available for payment of dividends on Class H stock (which amount is also used to calculate the earnings attributable to Class H stock on a per share basis), amortization and adjustment of the excess purchase price for the acquisition of Hughes Aircraft Company will not be charged against the earnings of Hughes. For purposes of calculating the amounts available for payment of dividends on Class H stock and on the $1-2/3 par value stock, amortization and adjustment of such purchase accounting adjustments is charged against the amounts available for the payment of dividends on GM's $1-2/3 par value stock, not the Class H stock. This annual report also provides supplemental data that enables readers to review the financial performance of Hughes, excluding amortization and adjustment of GM purchase accounting adjustments related to Hughes Aircraft Company.

**Not a part of the Notes to Consolidated Financial Statements.

Board of Directors

C. Michael Armstrong
Chairman of the Board
and Chief Executive Officer
Hughes Electronics Corporation

Charles T. Fisher, III
Retired Chairman and President
NBD Bancorp Inc.
AUDIT COMMITTEE
EXECUTIVE COMPENSATION COMMITTEE

J. Michael Losh
Executive Vice President
and Chief Financial Officer
General Motors Corporation
AUDIT COMMITTEE

Charles H. Noski
Vice Chairman
and Chief Financial Officer
Hughes Electronics Corporation

Harry J. Pearce
Vice Chairman
General Motors Corporation

Edmund T. Pratt, Jr.
Chairman Emeritus
Pfizer Inc.
CHAIRMAN, EXECUTIVE COMPENSATION COMMITTEE

John F. Smith, Jr.
Chairman of the Board,
Chief Executive Officer
and President
General Motors Corporation

Michael T. Smith
Vice Chairman
Hughes Electronics Corporation

Thomas H. Wyman
Senior Advisor SBC Warburg Inc.
Former Chairman
of the Board, CBS Inc.
CHAIRMAN, AUDIT COMMITTEE
EXECUTIVE COMPENSATION COMMITTEE

Hughes Officers

C. Michael Armstrong
Chairman of the Board
and Chief Executive Officer

Charles H. Noski
Vice Chairman
and Chief Financial Officer

Michael T. Smith
Vice Chairman

Steven D. Dorfman
Executive Vice President

John C. Weaver
Executive Vice President

Roxanne S. Austin
Senior Vice President,
Treasurer and Controller

Gareth C.C. Chang
Senior Vice President

John J. Higgins
Senior Vice President
and General Counsel

Jack A. Shaw
Senior Vice President

Ted G. Westerman
Senior Vice President

David R. Barclay
Vice President

Kenneth N. Heintz
Vice President

Calvin J. Kirby
Vice President

William D. Merritt
Vice President

Wanda K. Denson-Low
Secretary

GM Class H Common Stockholder Information

Market prices of General Motors Class H common stock ranged from $45.00 to $68.25 during calendar year 1996. The number of holders of record of GM Class H common stock as of December 31, 1996, was 247,782.

Transfer Agent and GM Class H Stock Registrar

Bank of Boston
c/o Boston Equiserve, L.P.
General Motors
Shareholder Services
P.O. Box 9254
Boston, Massachusetts
02205-9254
(800) 331-9922
http://www.equiserve.com

Independent Auditors

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1000 Wilshire Boulevard
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90017-2472

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(310) 568-7868

Media Relations Department

Hughes Electronics Corporation
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Los Angeles, California
90080-0028
(310) 568-6324

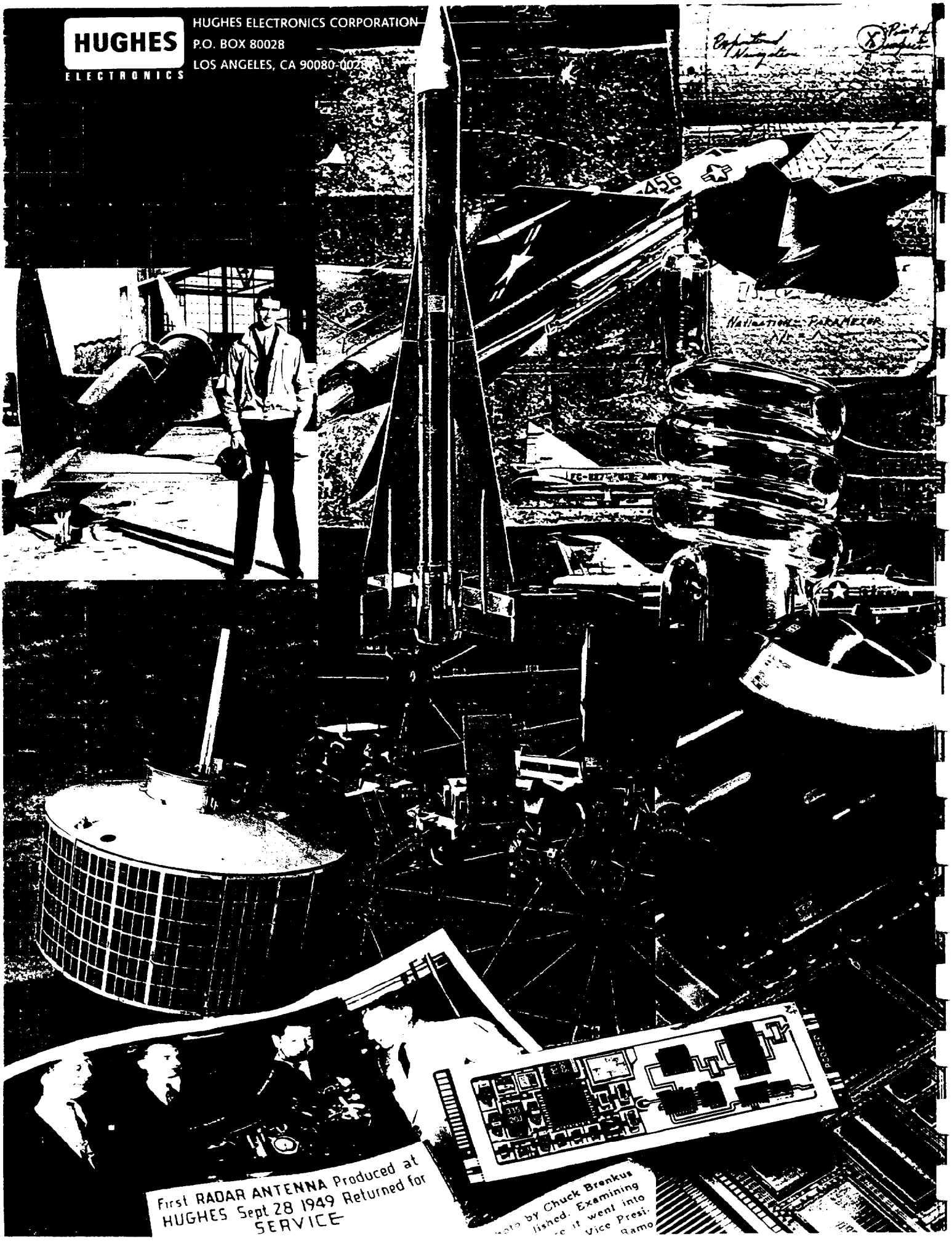
Stock Data

Ticker Symbol: GMH
Listed on the New York Stock Exchange.

Internet

View this Annual Report and other Hughes Electronics information on our World Wide Web site at http://www.hughes.com

THIS REPORT IS PRINTED IN ITS ENTIRETY ON RECYCLED PAPER


HUGHES
ELECTRONICS
HUGHES ELECTRONICS CORPORATION
P.O. BOX 80028
LOS ANGELES, CA 90080-0028
456
First RADAR ANTENNA Produced at HUGHES Sept 28 1949 Returned for SERVICE

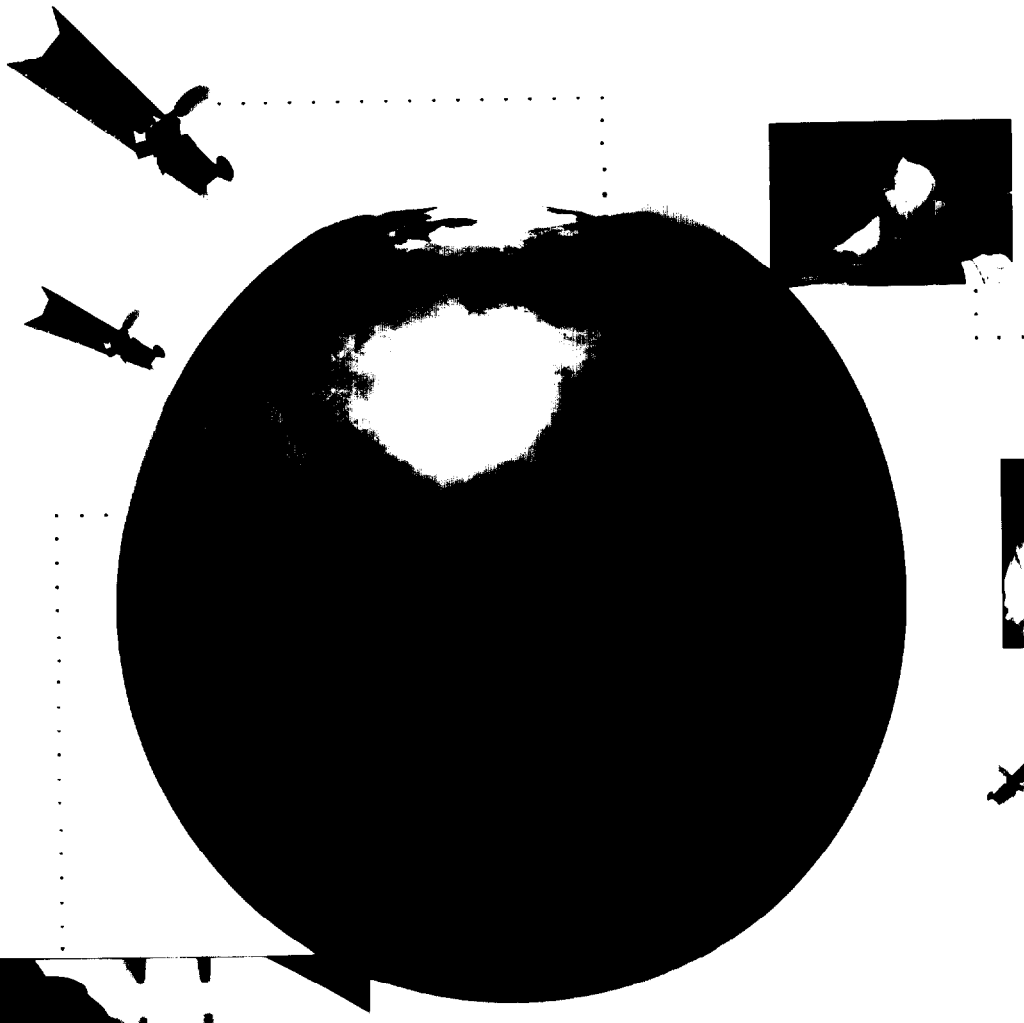
DECLARATION OF SCOTT B. TOLLEFSEN

I, Scott B. Tollefsen, hereby declare under penalty of perjury that:

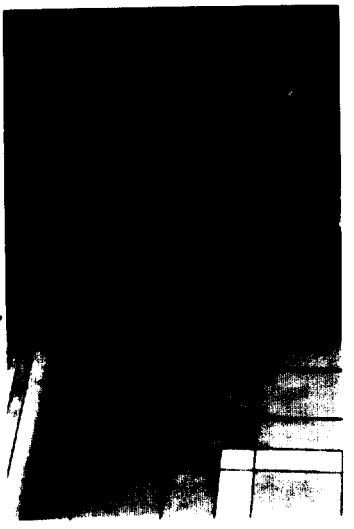
1. I am a Vice President of Hughes Communications, Inc.
2. The foregoing is a true and correct copy of the consolidated financial statement of Hughes Electronics Corporation (a parent company of Hughes Communications, Inc.) for the year ended December 31, 1996, including the report of Deloitte & Touche LLP, the company's independent certified public accountants, as published in the 1996 annual report of Hughes Electronics Corporation.

Scott B. Tollefsen

Dated: September 24, 1997



Application of Hughes Communications, Inc.



Before the Federal Communications Commission For StarLynx™ A Global Mobile Satellite System

StarLynx™

A HUGHES COMMUNICATIONS BUSINESS

September 1997

HUGHES COMMUNICATIONS
A HUGHES ELECTRONICS COMPANY

We Make Ideas Happen®

Before the

FEDERAL COMMUNICATIONS COMMISSION

Washington, D.C. 20554

Application of

HUGHES COMMUNICATIONS, INC.

for

Authority to Launch and Operate

StarLynx™

A Global Mobile Satellite System

September 1997

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