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GENERAL MOTORS CORP  
Form 8-K  
January 16, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549-1004

FORM 8-K  
CURRENT REPORT PURSUANT TO SECTION 13 OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report  
(Date of earliest event reported) January 15, 2003  
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GENERAL MOTORS CORPORATION  
-----  
(Exact name of registrant as specified in its charter)

STATE OF DELAWARE	1-143	38-0572515
-----	-----	-----
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

300 Renaissance Center, Detroit, Michigan	48265-3000
-----	-----
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (313)-556-5000  
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ITEM 5. OTHER EVENTS

On January 16, 2003, a news release was issued on the subject of fourth quarter consolidated earnings for General Motors Corporation (GM). The news release did not include certain financial statements, related footnotes and certain other financial information that will be filed with the Securities and Exchange Commission as part of GM's Annual Report on Form 10-K. The following is the fourth quarter earnings release for GM, and their subsidiary Hughes Electronics Corporation's (Hughes) earnings release dated January 15, 2003.

- For 2002, GM earned \$1.7 billion, or \$3.35 per share  
Excluding Hughes and special items, \$3.9 billion, or \$6.98 per share
- In the fourth quarter, GM earned \$1.0 billion, or \$1.71 per share  
Excluding Hughes, \$934 million, or \$1.67 per share
- Record revenue, market share gains in three automotive regions, strong cash generation, and improved cost performance were key highlights in 2002
- GMAC posts eighth straight year of earnings growth

Detroit - General Motors Corp. (NYSE: GM, GMH) today reported record revenues and significantly improved earnings in both the calendar year and fourth quarter of 2002.

CALENDAR YEAR 2002

GM earned \$1.7 billion on record revenue of \$186.8 billion, or \$3.35 diluted earnings per share of GM \$1-2/3 par value common stock, compared with \$601 million, or \$1.77 per share, in 2001.

Excluding special items (see "Highlights") and Hughes, 2002 earnings totaled \$3.9 billion, or \$6.98 per share, nearly double the results in 2001 when GM earned \$2.0 billion, or \$3.60 per share.

FOURTH QUARTER 2002

Earnings totaled \$1.0 billion on record quarterly revenue of \$48.7 billion, or \$1.71 per share. That compares with \$255 million, or \$0.60 per share, in the prior-year period. There were no special items other than those at Hughes in the fourth quarter of 2002.

Excluding Hughes and its special items, earnings in the fourth quarter of 2002 totaled \$934 million, or \$1.67 per share, more than double the \$386 million, or \$0.69 per share, earned in the prior-year period.

YEAR IN REVIEW

"Our strategy to leverage GM's size, and fundamentally improve its operating efficiency continues to pay off," said GM Chairman Jack Smith. "We're a far leaner, more flexible company, offering cars and trucks that are winners in the marketplace, which continues to drive our improved earnings."

"GM delivered strong results despite challenging global economic and market

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conditions," said GM President and Chief Executive Officer Rick Wagoner. "Strong launches of well-received products, aggressive marketing, improved quality and productivity, and continued cost reductions were the primary drivers of our improved performance. Our performance in 2002 gives us confidence in the strength of our fundamental operating systems, and is an excellent foundation on which we can build.

"General Motors Acceptance Corp. (GMAC) achieved its eighth consecutive year of earnings growth and fourth straight year of record earnings -- truly an outstanding performance, which was achieved despite considerable challenges in the capital markets," Wagoner said.

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GM's automotive operations generated approximately \$8 billion in cash flow, as total cash generation was about \$12 billion in 2002, exceeding the target of \$10 billion. "We generated significantly more cash than expected," Wagoner said. "This was achieved despite the fact that the Hughes transaction, which had been a major element of our cash-generation plan, could not be completed. And, we still have a significant store of value in Hughes that we can capitalize on going forward."

The strong cash performance allowed GM to contribute a total of \$4.8 billion to its U.S. pension plans during the year, including a \$2.6 billion cash contribution in the fourth quarter. In addition, GM made a \$1 billion cash contribution to the long-term Voluntary Employees' Beneficiary Association (VEBA) Trust in June of 2002. Even with these contributions, net liquidity of \$2.3 billion at year-end 2002 was up \$1.3 billion from year-end 2001.

Cash, marketable securities, and assets of the VEBA trust invested in short-term fixed-income securities totaled \$17.3 billion at Dec. 31, 2002, excluding GMAC and Hughes, up almost \$6 billion from the end of 2001.

GM financial results described throughout the remainder of this release exclude special items unless otherwise noted (see "Highlights").

### GM AUTOMOTIVE OPERATIONS

GM's global automotive operations earned \$563 million in the fourth quarter of 2002, compared with \$66 million in the prior-year period. The increase was fueled by income growth at GM North America (GMNA) and Asia Pacific, and moderating losses in Europe and Latin America. For 2002, GMNA earned \$3.0 billion, double its 2001 performance.

"For the second year in a row, we increased our market share in three of the four automotive regions, and we improved the quality of our share with stronger sales of higher-profit models," Wagoner said.

GM's U.S. market share increased to 28.3 percent for the year, up 0.2 percentage points from 2001. "We've grown market share in the United States for the second consecutive year, thanks to strong core products like our full-size pickups, and mid-size and large SUVs," Wagoner said. "GM set all-time industry records for truck and SUV sales in 2002, becoming the first manufacturer ever to top 1.2 million SUV sales in a calendar year. We're making these gains because we're offering cars and trucks that customers really want to buy, and we're targeting market share gains again in 2003 as we introduce 12 new vehicles in the United States alone this year."

The pricing environment continued to be challenging, with vehicle prices continuing to decline in North America. Net price retention was negative 3.2

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percent in the fourth quarter of 2002, and negative 2.1 percent for the year. Higher production volume and significant improvements in structural and material costs more than offset the continued pricing pressures, leading to more than a 50 percent improvement in GMNA's fourth-quarter net income compared with the same period in 2001. Year-end dealer inventories were well positioned at slightly more than a million units.

GM Europe (GME) reported a loss of \$129 million in the fourth quarter of 2002, an improvement from the \$240 million loss in the year-ago period. Significant progress in reducing material and structural costs and increased volume were partially offset by higher losses at Saab. For 2002, GME had a loss of \$549 million, compared with a loss of \$767 million in 2001.

"We've made very good progress on the cost side in Europe, and we continue to focus on revenue growth," Wagoner said. "We've mounted a major product offensive and expect the new Opel/Vauxhall and Saab models, along with expanded diesel engine availability, to drive increased sales. We're pleased with the progress we're making in turning around our Opel/Vauxhall operations, and we are intensifying our efforts to cut costs and improve sales at Saab."

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GM Asia-Pacific (GMAP) reported a profit of \$66 million in the fourth quarter of 2002 compared with earnings of \$25 million a year ago, led by continued strong performance at GM's Australia-based Holden and Shanghai GM in China. The earnings also reflect better-than-expected results from GM's equity alliances. The fourth-quarter-2002 results included GM's share of start-up related losses at GM Daewoo Auto & Technology Co., which totaled approximately \$50 million. For 2002, GMAP earned \$188 million, compared with \$77 million in 2001.

"We are very pleased with our steady sales and earnings progress in Asia," Wagoner said. "Holden continues to perform very well, and Shanghai GM is aggressively and profitably expanding its capacity and model lineup in China."

GM Latin America/Africa/Mid-East (GMLAAM) reported a loss of \$7 million in the fourth quarter of 2002, a significant improvement versus its loss of \$111 million in the year-ago quarter. Results there were negatively affected by the general economic downturn in the region and turmoil in Venezuela and Argentina. For 2002, GMLAAM had a loss of \$181 million, compared with a loss of \$80 million in 2001.

"Responding to the challenging economic conditions, we continued to reduce our costs and grew market share by nearly one percentage point on the strength of new products, such as the new Corsa and the Chevrolet Meriva. We strengthened our lead as the number-one manufacturer in the region, and we're well positioned to generate solid earnings when the economy recovers," Wagoner said.

### GMAC

GMAC earned \$524 million in the fourth quarter of 2002 -- an all-time fourth-quarter record. These results represent an increase of more than 20 percent from fourth-quarter earnings of \$435 million a year ago, with the improvement driven by strong results from automotive finance and mortgage operations. For 2002, GMAC earned an all-time record \$1.9 billion, compared with \$1.8 billion in 2001.

"GMAC continues to be a key contributor to GM's profitability," Wagoner said. "Eight consecutive years of annual income growth demonstrates we have a solid operating strategy and an effective approach to meet the challenges of the difficult capital-funding environment."

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### HUGHES

Hughes had a loss of \$84 million in the fourth quarter of 2002, compared with a loss of \$131 million in the prior-year period. The results primarily reflect continued improvement in the operating performance of DIRECTV U.S. Revenue, led by the growing subscriber base of DIRECTV, totaled \$2.5 billion in the fourth quarter of 2002, up from \$2.3 billion in the same quarter last year. Total DIRECTV subscriptions in the United States increased approximately 256,000 from the third quarter of 2002 to 11.2 million. For 2002, Hughes had a loss of \$467 million, compared with a loss of \$525 million in 2001.

Including special items disclosed by Hughes yesterday, earnings totaled \$86 million in the fourth quarter of 2002. The net effect of the fourth-quarter special items totaled a favorable \$170 million after taxes (see "Highlights").

### PROFIT SHARING

General Motors also announced that approximately 130,000 hourly employees in the United States will qualify for profit-sharing payments in 2003. A typical U.S. hourly employee, eligible under the profit-sharing program, will qualify for a payment of approximately \$940.

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### LOOKING AHEAD

GM expects moderate economic growth in 2003 in the United States, resulting in total U.S. industry vehicle sales of approximately 16.5 million units. In Europe, total industry vehicle sales are expected to be about 19 million units. GM's 2003 first-quarter production forecast for North America is now estimated at 1.43 million units, up nearly 6 percent from the first quarter of 2002. GM estimates that earnings in the first quarter of 2003 will be approximately \$1.50 per share, and the calendar-year earnings target is approximately \$5.00 per share, excluding Hughes and any special items. In the fourth quarter of 2002, GM's effective income-tax rate, excluding financing and insurance operations, was 26 percent, the level expected for GM in each of the next several years.

General Motors, the world's largest vehicle manufacturer, designs, builds and markets cars and trucks worldwide, and has been the global automotive sales leader since 1931. More information on GM can be found at [www.gm.com](http://www.gm.com).

# # #

In this press release and related comments by General Motors management, our use of the words "expect," "anticipate," "estimate," "forecast," "objective," "plan," "goal" and similar expressions is intended to identify forward looking statements. While these statements represent our current judgment on what the future may hold, and we believe these judgments are reasonable, actual results may differ materially due to numerous important factors that are described in GM's most recent report on SEC Form 10-K (at page II-15, 16) which may be revised or supplemented in subsequent reports on SEC Forms 10-Q and 8-K. Such factors include, among others, the following: changes in economic conditions, currency exchange rates or political stability; shortages of fuel, labor strikes or work stoppages; market acceptance of the corporation's new products; significant changes in the competitive environment; changes in laws, regulations and tax rates; and, the ability of the corporation to achieve reductions in cost and employment levels to realize production efficiencies and implement capital

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expenditures at levels and times planned by management.

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General Motors Corporation  
List of Special Items - After Tax  
(dollars in millions)

	Fourth Quarter 2002		
	Hughes	Total GM	GM \$1-2/3 Par Value Common Stock Diluted EPS
	-----	-----	-----
Reported Net Income	\$86	\$1,020	\$1.71
Hughes EchoStar Termination Payment (A)	(372)	(372)	(0.20)
Hughes Write-down of Crown Media Investment (B)	27	27	0.02
Hughes Write-down of XM Radio Investment (C)	63	63	0.03
Hughes Costs Related to Shut-down of DIRECTV DSL(TM) Service (D)	97	97	0.05
Hughes Loss on HTIL Transaction (E)	15	15	0.01
	--	---	----
Adjusted Income (Loss)	\$(84)	\$850	\$1.62
	==	===	====

- (A) The Hughes EchoStar Termination Payment reflects the \$600 million EchoStar paid to Hughes in connection with the termination of the October 28, 2001 merger agreement between Hughes and EchoStar.
- (B) The Hughes Write-down of Crown Media Investment relates to the recognition of an other than temporary decline in the market value of Hughes' investment in Crown Media.
- (C) The Hughes Write-down of XM Radio Investment relates to the recognition of an other than temporary decline in the market value of Hughes' investment in XM Radio.
- (D) The Hughes Costs Related to Shut-down of DIRECTV DSL(TM) Service relates to the costs to close the business including contract termination payments, write-offs of equipment, and severance payments.
- (E) The Hughes Loss on HTIL Transaction relates to the exchange of Hughes'

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ownership in Hughes Tele.com (India) Limited for an equity interest in and long term receivables from Tata Teleservices Limited.

NOTE: There were no special items presented in the fourth quarter of 2001.

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### General Motors Corporation List of Special Items - After Tax (dollars in millions)

	Year to Date 2002					
	GMNA	GME	Hughes	Other ACO	Total GM	GM \$1-2/3 Par Value Common Stock Diluted EPS
	-----	---	-----	-----	-----	-----
Reported Net Income (Loss)	\$2,900	\$(1,011)	\$(239)	\$(1,803)	\$1,736	\$3.35
Hughes EchoStar Termination Payment (A)	-	-	(372)	-	(372)	(0.21)
Hughes Write-down of Crown Media Investment (B)	-	-	27	-	27	0.02
Hughes Write-down of XM Radio Investment (C)	-	-	63	-	63	0.04
Hughes Costs Related to Shut-down of DIRECTV DSL(TM) Service (D)	-	-	97	-	97	0.05
Hughes Loss on HTIL Transaction (E)	-	-	15	-	15	0.01
Write-down of Fiat Auto Investment (F)	-	-	-	1,371	1,371	2.44
GMNA Production Footprint (G)	116	-	-	-	116	0.21
Hughes Sale of Equity Interests (H)	-	-	(68)	-	(68)	(0.04)
GME End of Life Vehicle Charge (I)	-	55	-	-	55	0.10
GME Restructuring Charge (J)	-	407	-	-	407	0.72

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Hughes Space Shuttle Settlement (K)	-	-	(59)	-	(59)	(0.04)
Hughes GECC Contractual Dispute (L)	-	-	51	-	51	0.03
Hughes Loan Guarantee Charge (M)	-	-	18	-	18	0.01
	-----	---	---	---	-----	----
Adjusted Income (Loss)	\$3,016	\$(549)	\$(467)	\$(432)	\$3,457	\$6.69
	=====	===	===	===	=====	=====

See notes on following page.

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### General Motors Corporation List of Special Items - After Tax

See page 6 for footnotes (A) - (E)

- (A) The Write-down of Fiat Auto Investment relates to GM's investment in Fiat Auto Holdings, B.V. ("Fiat Auto") and reflects completion of an impairment study relating to the carrying value of that investment, which was reduced from \$2.4 billion to \$220 million.
- (B) The GMNA Production Footprint charge primarily relates to costs associated with the transfer of commercial truck production from Janesville, Wisconsin, to Flint, Michigan.
- (C) The Hughes Sale of Equity Interests relates primarily to the investment in the multimedia company Thomson.
- (D) The GME End of Life Vehicle Charge relates to the European Union's directive requiring member states to enact legislation regarding end-of-life vehicles to be the responsibility of manufacturers for dismantling and recycling vehicles they have sold.
- (E) The GME Restructuring Charge relates to the initiative implemented in the first quarter of 2002 to improve the competitiveness of GM's automotive operations in Europe.
- (F) The Hughes Space Shuttle Settlement relates to the favorable resolution of a lawsuit that was filed against the U.S. government on March 22, 1991, based upon the National Aeronautics and Space Administration's (NASA) breach of contract to launch ten satellites on the Space Shuttle.
- (G) The Hughes GECC Contractual Dispute relates to an expected loss associated with a contractual dispute with General Electric Capital Corporation.
- (H) The Hughes Loan Guarantee Charge relates to a loan guarantee for a Hughes Network Systems' affiliate in India.

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General Motors Corporation



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### List of Special Items - After Tax (dollars in millions)

	Year to Date 2001					
	GMNA	GME	GMLAAM	GMAP	Hughes	Other ACO
	-----	----	-----	-----	-----	-----
Reported Net Income (Loss)	\$1,270	\$(765)	\$(81)	\$(57)	\$(618)	\$(916)
Ste. Therese Charge (A)	194	-	-	-	-	-
Raytheon Settlement (B)	-	-	-	-	-	474
Gain on Sale of Thomson (C)	-	-	-	-	(67)	-
SkyPerfectTV! Writedown (D)	-	-	-	-	133	-
Severance Charge (E)	-	-	-	-	40	-
DirecTV Japan Adjustment (F)	-	-	-	-	(21)	-
Isuzu Restructuring (G)	-	-	-	133	-	-
SFAS 133 (H)	14	(2)	1	1	8	-
	-----	----	--	--	---	---
Adjusted Income (Loss)	\$1,478	\$(767)	\$(80)	\$77	\$(525)	\$(442)
	=====	====	==	==	====	====
					GM \$1-2/3 Par Value Common Stock	
	Total		Other	Total	Diluted	
	ACO	GMAC	FIO	GM	EPS	
	-----	-----	-----	-----	-----	
Reported Net Income (Loss)	\$(1,167)	\$1,786	\$(18)	\$601		\$1.77
Ste. Therese Charge (A)	194	-	-	194		0.35
Raytheon Settlement (B)	474	-	-	474		0.85
Gain on Sale of Thomson (C)	(67)	-	-	(67)		(0.04)
SkyPerfectTV! Writedown (D)	133	-	-	133		0.08
Severance Charge (E)	40	-	-	40		0.02
DirecTV Japan Adjustment (F)	(21)	-	-	(21)		(0.01)
Isuzu Restructuring (G)	133	-	-	133		0.24
SFAS 133 (H)	22	(34)	-	(12)		(0.03)
	---	-----	--	-----		---
Adjusted Income (Loss)	\$(259)	\$1,752	\$(18)	\$1,475		\$3.23
	====	=====	==	=====		====

See notes on next page.

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General Motors Corporation  
List of Special Items - After Tax

- A) The Ste. Therese Charge relates to the closing of the Ste. Therese, Quebec assembly plant.
- B) The Raytheon Settlement relates to Hughes' settlement with the Raytheon Company on a purchase price adjustment related to Raytheon's 1997 merger with Hughes Defense.
- C) The Gain on Sale of Thomson relates to Hughes' sale of 4.1 million shares of Thomson Multimedia common stock.
- D) The SkyPerfectTV! Writedown relates to Hughes' non-cash charge from the revaluation of its investment.
- E) The Severance Charge relates to Hughes' 10% company-wide workforce reduction in the U.S.
- F) The DirecTV Japan Adjustment relates to a favorable adjustment to the expected costs associated with the shutdown of Hughes' DirecTV Japan business.
- G) The Isuzu Restructuring charges include General Motors' portion of severance payments and asset impairments that were part of the second quarter restructuring of its affiliate Isuzu Motors Ltd.
- H) The SFAS 133 Adjustment represents the net impact during the first quarter 2001 from initially adopting SFAS No. 133, Accounting for Derivatives and Hedging Activities.

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General Motors Corporation  
Adjusted Corporate Financial Results

	Fourth Quarter		Year to Date	
	2002(1)	2001(1)	2002(1)	2001(1)
Total net sales and revenues (\$Mil's)	\$48,108	\$45,950	\$186,244	\$177,268
Excluding Hughes	\$45,600	\$43,665	\$177,276	\$168,950
Memo: Reported	\$48,656	\$45,950	\$186,763	\$177,260
Consolidated adjusted income (\$Mil's)	\$850	\$255	\$3,457	\$1,475
Excluding Hughes	\$934	\$386	\$3,924	\$2,000
Net margin from adjusted income	1.8%	0.6%	1.9%	0.8%
Excluding Hughes	2.0%	0.9%	2.2%	1.2%
GM \$1-2/3 par value earnings per share				

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Basic EPS	\$1.62	\$0.61	\$6.72	\$3.26
Diluted EPS	\$1.62	\$0.60	\$6.69	\$3.23
Diluted EPS excluding Hughes	\$1.67	\$0.69	\$6.98	\$3.60
GM Class H				
earnings per share				
Basic EPS	\$(0.06)	\$(0.12)	\$(0.38)	\$(0.48)
Diluted EPS	\$(0.06)	\$(0.12)	\$(0.38)	\$(0.48)
Earnings attributable to				
GM \$1-2/3 par value (\$Mil's)				
Adjusted income	\$850	\$255	\$3,457	\$1,475
Preferred dividends	-	(23)	(47)	(99)
Losses attributable to GM Class H	59	105	352	419
	---	---	-----	-----
Total earnings attributable to GM \$1-2/3 par value	\$909	\$337	\$3,762	\$1,795
	====	====	=====	=====
GM \$1-2/3 par value average				
shares outstanding (Mil's)				
Basic shares	560	556	560	551
Diluted shares	561	559	562	556
Cash dividends per share				
of common stocks				
GM \$1-2/3 par value	\$0.50	\$0.50	\$2.00	\$2.00
GM Class H	-	-	-	-
Book value per share of				
common stocks at Dec. 31				
GM \$1-2/3 par value	\$9.06	\$24.79		
GM Class H	\$1.81	\$4.96		
Total cash at Dec. 31,				
Excluding Hughes (\$Bil's) (2)	\$17.3	\$11.5		
Automotive, Communications				
Services, and				
Other Operations (\$Mil's)				
Depreciation	\$1,282	\$1,095	\$4,723	\$4,354
Amortization of special tools	751	613	2,647	2,360
Amortization of intangible assets	21	67	27	285
	-----	-----	-----	-----
Total	\$2,054	\$1,775	\$7,397	\$6,999
	=====	=====	=====	=====

See footnotes on page 15.

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General Motors Corporation  
Adjusted Segment Financial Results

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	Fourth Quarter		Year to Date	
	2002 (1)	2001 (1)	2002 (1)	2001 (1)
	----	----	----	----
(dollars in millions)				
Total net sales and revenues				
GMNA	\$28,864	\$27,446	\$114,444	\$106,938
GME	6,763	6,084	23,912	23,700
GMLAAM	1,342	1,392	5,110	5,864
GMAP	1,180	1,063	4,524	4,201
	-----	-----	-----	-----
Total GMA	38,149	35,985	147,990	140,703
Hughes	2,508	2,285	8,968	8,318
Other	384	1,029	2,260	2,470
	-----	-----	-----	-----
Total ACO	41,041	39,299	159,218	151,491
GMAC	7,066	6,565	26,793	25,480
Other Financing	1	86	233	297
	-----	-----	-----	-----
Total FIO	7,067	6,651	27,026	25,777
	-----	-----	-----	-----
Consolidated net sales and revenues	\$48,108	\$45,950	\$186,244	\$177,268
	=====	=====	=====	=====
Pre-tax income (loss)				
GMNA	\$838	\$528	\$4,198	\$2,051
GME	(233)	(345)	(797)	(1,092)
GMLAAM	(6)	(150)	(240)	(79)
GMAP	45	(17)	10	27
	---	---	---	---
Total GMA	644	16	3,171	907
Hughes (3)	(92)	(213)	(640)	(786)
Other	(274)	(135)	(681)	(537)
	---	---	---	---
Total ACO	278	(332)	1,850	(416)
GMAC	778	730	3,001	2,872
Other Financing	4	(24)	(30)	(58)
	---	---	---	---
Total FIO	782	706	2,971	2,814
	-----	---	-----	-----
Consolidated pre-tax income	\$1,060	\$374	\$4,821	\$2,398
	=====	===	=====	=====
Net income (loss)				
GMNA	\$633	\$392	\$3,016	\$1,478
GME	(129)	(240)	(549)	(767)
GMLAAM	(7)	(111)	(181)	(80)
GMAP	66	25	188	77
	---	---	---	---
Total GMA	563	66	2,474	708
Hughes (3) (4)	(84)	(131)	(467)	(525)
Other	(199)	(120)	(432)	(442)
	---	---	---	---
Total ACO	280	(185)	1,575	(259)
GMAC	524	435	1,870	1,752
Other Financing	46	5	12	(18)
	---	---	---	---
Total FIO	570	440	1,882	1,734
	---	---	---	---

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Consolidated adjusted income	\$850	\$255	\$3,457	\$1,475
	===	===	=====	=====

See footnotes on page 15.

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General Motors Corporation  
Supplementary Adjusted Segment Financial Results

	Fourth Quarter		Year to Date	
	2002 (1)	2001 (1)	2002 (1)	2001 (1)
(dollars in millions)				
Income tax expense (benefit)				
GMNA	\$240	\$150	\$1,227	\$537
GME	(62)	(72)	(172)	(284)
GMLAAM	3	(38)	(76)	(17)
GMAP	43	17	55	24
	---	---	---	---
Total GMA	\$224	\$57	\$1,034	\$260
	===	===	=====	=====
Equity income (loss) and minority interests				
GMNA	\$35	\$14	\$45	\$(36)
GME	42	33	76	41
GMLAAM	2	1	(17)	(18)
GMAP	64	59	233	74
	---	---	---	---
Total GMA	\$143	\$107	\$337	\$61
	===	===	===	==
Effective income tax rate				
GMNA	28.6%	28.4%	29.2%	26.2%
GME	26.6%	20.9%	21.6%	26.0%
GMLAAM	(50.0%)	25.3%	31.7%	21.5%
GMAP	95.6%	(100.0%)	-	88.9%
Total ACO	26.0%	31.0%	28.7%	31.0%
Net margins				
GMNA	2.2%	1.4%	2.6%	1.4%
GME	(1.9%)	(3.9%)	(2.3%)	(3.2%)
GMLAAM	(0.5%)	(8.0%)	(3.5%)	(1.4%)
GMAP	5.6%	2.4%	4.2%	1.8%
Total GMA	1.5%	0.2%	1.7%	0.5%
Hughes (3) (4)	(3.3%)	(5.7%)	(5.2%)	(6.3%)
Total ACO	0.7%	(0.5%)	1.0%	(0.2%)
GMAC	7.4%	6.6%	7.0%	6.9%
Consolidated net income	1.8%	0.6%	1.9%	0.8%

See footnotes on page 15.

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General Motors Corporation  
Operating Statistics

	Fourth Quarter		Year to Date	
	2002	2001	2002	2001
(units in thousands)				
Worldwide Wholesale Sales				
United States - Cars	535	503	2,090	2,075
United States - Trucks	754	648	2,810	2,463
	-----	-----	-----	-----
Total United States	1,289	1,151	4,900	4,538
Canada, Mexico, and Other	205	166	786	649
	-----	-----	-----	-----
Total GMNA	1,494	1,317	5,686	5,187
GME	420	401	1,645	1,760
GMLAAM	164	166	640	666
GMAP	92	100	405	460
	-----	-----	-----	-----
Total Worldwide	2,170	1,984	8,376	8,073
	=====	=====	=====	=====
Vehicle Unit Deliveries				
Chevrolet - Cars	161	193	747	830
Chevrolet - Trucks	466	539	1,896	1,860
Pontiac	115	115	517	533
GMC	146	163	561	555
Buick	108	105	432	406
Oldsmobile	32	44	155	234
Saturn	69	61	280	261
Cadillac	54	47	200	172
Other	23	14	71	54
	-----	-----	-----	-----
Total United States	1,174	1,281	4,859	4,905
Canada, Mexico, and Other	192	172	764	686
	-----	-----	-----	-----
Total GMNA	1,366	1,453	5,623	5,591
GME	392	382	1,662	1,800
GMLAAM	164	167	647	665
GMAP	156	136	605	524
	-----	-----	-----	-----
Total Worldwide	2,078	2,138	8,537	8,580
	=====	=====	=====	=====
Market Share				
United States - Cars	25.5%	25.8%	25.4%	26.9%
United States - Trucks	32.1%	31.4%	31.0%	29.2%
Total United States	29.2%	28.9%	28.3%	28.1%
Total North America	28.6%	28.1%	28.0%	27.6%
Total Europe	8.8%	8.5%	8.7%	9.1%
Latin America (5)	23.9%	23.4%	23.8%	22.4%
Asia and Pacific	4.4%	4.3%	4.2%	4.0%
Total Worldwide	15.2%	15.5%	14.9%	15.0%
U.S. Retail/Fleet Mix				
% Fleet Sales - Cars	29.7%	14.8%	28.9%	25.7%
% Fleet Sales - Trucks	10.3%	7.4%	11.3%	12.1%

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Total Vehicles	17.9%	10.4%	18.8%	18.4%
Retail Lease as % of Retail Sales				
Total Smartlease and Smartbuy	7.2%	4.3%	10.3%	11.9%
Days Supply of Inventory at December 31				
United States - Cars	77	93		
United States - Trucks	62	75		
GMNA Capacity Utilization (2 shift rated)				
	94.3%	83.7%	88.4%	79.7%
GMNA Net Price	(3.2%)	(1.5%)	(2.1%)	(1.3%)

See footnotes on page 15.

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General Motors Corporation  
Operating Statistics

	Fourth Quarter		Year to Date	
	2002	2001	2002	2001
GMAC's U.S. Cost of Borrowing	4.28%	4.76%	4.33%	5.51%
Current Debt Spreads Over U.S. Treasuries				
2 Year	330 bp	195 bp		
5 Year	335 bp	215 bp		
10 Year	335 bp	225 bp		
Worldwide Employment at Dec. 31 (in 000's)				
United States Hourly	121	126		
United States Salary	40	42		
	---	---		
Total United States	161	168		
Canada, Mexico, and Other	32	34		
	---	---		
GMNA	193	202		
GME	66	73		
GMLAAM	24	23		
GMAP	11	11		
Hughes	12	12		
GMAC	31	28		
Other	12	13		
	---	---		
Total	349	362		
	===	===		
Worldwide Payrolls (\$Bil's)	\$5.4	\$4.8	\$21.0	\$19.8

Footnotes:

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(1) Adjusted amounts for all periods represent the reported amounts

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- excluding the effects of special items as detailed on pages 8 and 9.
- (2) Represents total cash for Automotive, Communications Services, and Other Operations, excluding Hughes, which includes cash and marketable securities, as well as \$3.0 billion invested in short-term fixed income securities of the Corporation's Voluntary Employees' Beneficiary Association Trust.
  - (3) The Q4 2001 and Year-to-Date 2001 amounts exclude the effects of purchase accounting adjustments related to General Motors' acquisition of Hughes in 1985. This purchase accounting adjustment is not recorded in 2002 because the related goodwill is no longer being amortized effective January 1, 2002 in accordance with SFAS No. 142, Goodwill and Other Intangible Assets.
  - (4) Excludes Hughes Series A Preferred Stock dividends paid to General Motors.
  - (5) Latin America excludes the Middle East and Africa.

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### CONSOLIDATED STATEMENTS OF INCOME

Three Months Ended December 31,

2002	2001
-----	-----

(dollars in millions except per share amounts)

#### GENERAL MOTORS CORPORATION AND SUBSIDIARIES

Total net sales and revenues	\$48,656	\$45,950
	-----	-----
Cost of sales and other expenses	39,827	37,336
Selling, general, and administrative expenses	5,680	6,131
Interest expense	1,799	2,109
	-----	-----
Total costs and expenses	47,306	45,576
	-----	-----
Income before income taxes and minority interests	1,350	374
Income tax expense	396	180
Equity income and minority interests	66	61
	-----	---
Net income	1,020	255
Dividends on preference stocks	-	(23)
	-----	---
Earnings attributable to common stocks	\$1,020	\$232
	=====	===
Basic earnings (losses) per share attributable to common stocks		
Earnings per share attributable to \$1-2/3 par value	\$1.71	\$0.61
	=====	=====
Earnings per share attributable		



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to Class H	\$0.06 =====	\$(0.12) =====
Earnings (losses) per share attributable to common stocks assuming dilution		
Earnings per share attributable to \$1-2/3 par value	\$1.71 =====	\$0.60 =====
Earnings per share attributable to Class H	\$0.06 =====	\$(0.12) =====

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CONSOLIDATED STATEMENTS OF INCOME - continued

	Three Months Ended December 31, -----	
	2002	2001
	----	----
	(dollars in millions)	
AUTOMOTIVE, COMMUNICATIONS SERVICES, AND OTHER OPERATIONS		
Total net sales and revenues	\$41,589	\$39,299
	-----	-----
Cost of sales and other expenses	37,010	35,083
Selling, general, and administrative expenses	3,840	4,206
	-----	-----
Total costs and expenses	40,850	39,289
	-----	-----
Interest expense	83	222
Net expense from transactions with Financing and Insurance Operations	88	120
	----	---
Income (loss) before income taxes and minority interests	568	(332)
Income tax expense (benefit)	195	(76)
Equity income and minority interests	77	71
	----	---
Net income (loss) - Automotive, Communications Services and Other Operations	\$450	\$(185)
	====	====

FINANCING AND INSURANCE OPERATIONS

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Total revenues	\$7,067	\$6,651
	-----	-----
Interest expense	1,716	1,887
Depreciation and amortization expense	1,432	1,428
Operating and other expenses	2,125	1,928
Provisions for financing and insurance losses	1,100	822
	-----	-----
Total costs and expenses	6,373	6,065
	-----	-----
Net income from transactions with Automotive, Communications Services, and Other Operations	(88)	(120)
	---	---
Income before income taxes and minority interests	782	706
Income tax expense	201	256
Equity loss and minority interests	(11)	(10)
	---	---
Net income - Financing and Insurance Operations	\$570	\$440
	===	===

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CONSOLIDATED STATEMENTS OF INCOME - continued

Years Ended December 31,

2002	2001	2000
----	----	----

(dollars in millions except per share amounts)

GENERAL MOTORS CORPORATION AND SUBSIDIARIES

Total net sales and revenues	\$186,763	\$177,260	\$184,632
	-----	-----	-----
Cost of sales and other expenses	153,344	144,093	145,664
Selling, general, and administrative expenses	23,624	23,302	22,252
Interest expense	7,715	8,347	9,552
	-----	-----	-----
Total costs and expenses	184,683	175,742	177,468
	-----	-----	-----
Income before income taxes and minority interests	2,080	1,518	7,164
Income tax expense	533	768	2,393
Equity income (loss) and minority interests	189	(149)	(319)
	-----	---	-----
Net income	1,736	601	4,452
Dividends on preference stocks	(47)	( 99)	(110)

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Earnings attributable to common stocks	\$1,689	\$502	\$4,342
	=====	===	=====
Basic earnings (losses) per share attributable to common stocks			
Earnings per share attributable to \$1-2/3 par value	\$3.37	\$1.78	\$6.80
	=====	=====	=====
Earnings per share attributable to Class H	\$(0.21)	\$(0.55)	\$0.56
	=====	=====	=====
Earnings (losses) per share attributable to common stocks assuming dilution			
Earnings per share attributable to \$1-2/3 par value	\$3.35	\$1.77	\$6.68
	=====	=====	=====
Earnings per share attributable to Class H	\$(0.21)	\$(0.55)	\$0.55
	=====	=====	=====

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CONSOLIDATED STATEMENTS OF INCOME - concluded

	Years Ended December 31,		
	2002	2001	2000
	-----	-----	-----
	(dollars in millions)		
AUTOMOTIVE, COMMUNICATIONS SERVICES, AND OTHER OPERATIONS			
Total net sales and revenues	\$159,737	\$151,491	\$160,627
	-----	-----	-----
Cost of sales and other expenses	144,550	135,620	138,303
Selling, general, and administrative expenses	14,993	16,043	16,246
	-----	-----	-----
Total costs and expenses	159,543	151,663	154,549
	-----	-----	-----
Interest expense	789	751	815
Net expense from transactions with Financing and Insurance Operations	296	435	682
	---	-----	-----
Income (loss) from continuing operations before income taxes and minority interests	(891)	(1,358)	4,581
Income tax (benefit) expense	(489)	(270)	1,443
Equity income (loss) and minority interests	256	(79)	(299)
	---	-----	-----
Net income (loss) - Automotive, Communications Services,			

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and Other Operations	\$ (146) ===	\$ (1,167) =====	\$2,839 =====
FINANCING AND INSURANCE OPERATIONS			
Total revenues	\$27,026 -----	\$25,769 -----	\$24,005 -----
Interest expense	6,926	7,596	8,737
Depreciation and amortization expense	5,541	5,857	5,982
Operating and other expenses	8,356	7,348	5,805
Provisions for financing and insurance losses	3,528	2,527	1,580
Total costs and expenses	24,351 -----	23,328 -----	22,104 -----
Net income from transactions with Automotive, Communications Services, and Other Operations	(296) -----	(435) -----	(682) -----
Income before income taxes and minority interests	2,971	2,876	2,583
Income tax expense	1,022	1,038	950
Equity loss and minority interests	(67) -----	(70) -----	(20) -----
Net income - Financing and Insurance Operations	\$1,882 =====	\$1,768 =====	\$1,613 =====

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CONSOLIDATED BALANCE SHEETS

GENERAL MOTORS CORPORATION AND SUBSIDIARIES	December 31,	
	2002	2001
	----	----
ASSETS	(dollars in millions)	
Automotive, Communications Services, and Other Operations		
Cash and cash equivalents	\$13,291	\$8,432
Marketable securities	2,174	790
Total cash and marketable securities	15,465	9,222
Accounts and notes receivable (less allowances)	5,861	5,406
Inventories (less allowances)	10,302	10,034
Equipment on operating leases (less accumulated depreciation)	5,305	4,524
Deferred income taxes and other current assets	10,938	7,877
Total current assets	47,871	37,063
Equity in net assets of nonconsolidated associates	5,044	4,950
Property - net	36,152	34,908
Intangible assets - net	14,611	13,721
Deferred income taxes	32,759	22,294

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Other assets	7,323	17,274
	-----	-----
Total Automotive, Communications Services, and Other Operations assets	143,760	130,210
Financing and Insurance Operations		
Cash and cash equivalents	8,158	10,123
Investments in securities	14,651	11,279
Finance receivables - net	134,647	109,211
Investment in leases and other receivables	35,466	34,618
Other assets	33,798	26,971
Net receivable from Automotive, Communications Services, and Other Operations	1,089	1,557
	-----	-----
Total Financing and Insurance Operations assets	227,809	193,759
	-----	-----
Total assets	\$371,569	\$323,969
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Automotive, Communications Services, and Other Operations		
Accounts payable (principally trade)	\$20,169	\$18,297
Loans payable	1,516	2,402
Accrued expenses	42,304	34,090
Net payable to Financing and Insurance Operations	1,089	1,557
	-----	-----
Total current liabilities	65,078	56,346
Long-term debt	16,651	10,726
Postretirement benefits other than pensions	34,275	34,515
Pensions		22,709
10,790		
Other liabilities and deferred income taxes	15,461	13,794
	-----	-----
Total Automotive, Communications Services, and Other Operations liabilities	154,174	126,171
Financing and Insurance Operations		
Accounts payable	6,982	7,900
Debt	183,773	153,186
Other liabilities and deferred income taxes	18,992	16,259
	-----	-----
Total Financing and Insurance Operations liabilities	209,747	177,345
	-----	-----
Total liabilities	363,921	303,516
Minority interests	834	746
Stockholders' equity		
\$1-2/3 par value common stock (outstanding, 560,447,797. and 559,044,427 shares)	936	932
Class H common stock (outstanding, 958,284,272 and 877,505,382 shares)	96	88
Capital surplus (principally additional paid-in capital)	21,583	21,519
Retained earnings	10,031	9,463
	-----	-----
Subtotal	32,646	32,002
Accumulated foreign currency translation adjustments	(2,784)	(2,919)
Net unrealized loss on derivatives	(205)	(307)
Net unrealized gains on securities	372	512
Minimum pension liability adjustment	(23,215)	(9,581)
	-----	-----
Accumulated other comprehensive loss	(25,832)	(12,295)
	-----	-----
Total stockholders' equity	6,814	19,707
	-----	-----

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Total liabilities and stockholders' equity	\$371,569	\$323,969
	=====	=====

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CONSOLIDATED STATEMENTS OF CASH FLOWS

For The Years Ended December 31,

	2002		2001		
	Automotive, Comm.Serv., and Other	Financing and Insurance	Automotive, Comm.Serv., and Other	Financing and Insurance	Automoti Comm.Ser and Othe
	-----	-----	-----	-----	-----
Cash flows from operating activities					
					(dollars in millions)
Income (loss) from continuing operations	(146)	1,882	(1,167)	1,768	\$2,839
Adjustments to reconcile income (loss) from continuing operations to net cash provided by operating activities					
Depreciation and amortization expenses	7,397	5,541	7,051	5,857	7,429
Postretirement benefits other than pensions, net of payments and VEBA contributions	(223)	15	1,861	20	772
Pension expense, net of contributions	(3,380)	-	148	-	128
Net change in mortgage loans	-	(4,377)	-	(4,241)	-
Net change in mortgage securities	-	(656)	-	(777)	-
Operating leases - acquisitions	(5,595)	-	(4,997)	-	(6,000)
Operating leases - liquidations	4,774	-	6,116	-	6,008
Change in other investments and miscellaneous assets	3,024	3,757	959	(958)	1,154
Change in other operating assets and liabilities	4,314	(300)	(2,056)	719	724
Other	(1,695)	2,776	(357)	3,039	(1,966)
	-----	-----	-----	-----	-----
Net cash provided by operating activities	\$8,470	\$8,638	\$7,558	\$5,427	\$11,088
	-----	-----	-----	-----	-----
Cash flows from investing activities					
Expenditures for property	(6,986)	(457)	(8,611)	(20)	(9,200)
Investments in marketable securities - acquisitions	(2,228)	(37,158)	(857)	(34,273)	(2,520)
Investments in marketable securities - liquidations	873	34,815	1,228	33,124	3,057
Net change in mortgage servicing rights	-	(1,711)	-	(2,075)	-
Increase in finance receivables	-	(141,567)	-	(107,440)	-
Proceeds from sales of finance receivables	-	115,678	-	95,949	-
Operating leases - acquisitions	-	(16,624)	-	(12,938)	-

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Operating leases - liquidations	-	13,994	-	11,892	-
Investments in companies, net of cash acquired	(690)	(182)	(743)	(542)	(4,302)
Net investing activity with Financing and Insurance Operations	400	-	(500)	-	(1,069)
Other	1,700	(834)	(768)	(416)	2,504
	-----	----	----	----	-----
Net cash used in investing activities	(6,931)	(34,046)	(10,251)	(16,739)	(11,530)
	-----	-----	-----	-----	-----
Cash flows from financing activities					
Net increase (decrease) in loans payable	(1,482)	523	194	(20,238)	142
Long-term debt - borrowings	6,295	47,404	5,849	58,522	5,279
Long-term debt - repayments	(328)	(24,561)	(2,602)	(18,906)	(6,196)
Net financing activity with Automotive, Communications Services, and Other Operations	-	(400)	-	500	-
Repurchases of common and preference stocks	(97)	-	(264)	-	(1,613)
Proceeds from issuing common stocks	62	-	100	-	2,792
Proceeds from sales of treasury stocks	19	-	418	-	-
Cash dividends paid to stockholders	(1,167)	-	(1,201)	-	(1,294)
	-----	-----	-----	-----	-----
Net cash provided by (used in) financing activities	3,302	22,966	2,494	19,878	(890)
	-----	-----	-----	-----	-----
Effect of exchange rate changes on cash and cash equivalents	485	10	(74)	(22)	(249)
Net transactions with Automotive/ Financing Operations	(467)	467	(414)	414	970
	----	-----	----	-----	----
Net (decrease) increase in cash and cash equivalents	4,859	(1,965)	(687)	8,958	(611)
Cash and cash equivalents at beginning of the year	8,432	10,123	9,119	1,165	9,730
	-----	-----	-----	-----	-----
Cash and cash equivalents at end of the year	\$13,291	\$8,158	\$8,432	\$10,123	\$9,119
	=====	=====	=====	=====	=====

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HUGHES FOURTH QUARTER 2002 RESULTS DRIVEN BY CONTINUED STRONG DIRECTV U.S. FINANCIAL PERFORMANCE

DIRECTV U.S. Revenues Increase Over 19% to \$1.8 Billion;  
DIRECTV U.S. EBITDA1 More Than Triples to \$191 Million

El Segundo, Calif., January 15, 2003 -- Hughes Electronics Corporation, a world-leading provider of digital television entertainment, satellite-based private business networks, and global video and data broadcasting, today reported fourth quarter 2002 revenues increased 8.3% to \$2,471.7 million, compared with \$2,281.6 million in the fourth quarter of 2001. EBITDA(1) for the

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quarter increased to \$171.6 million compared with \$118.2 million in the fourth quarter of last year. EBITDA margin(1) was 6.9% in the quarter compared with an EBITDA margin of 5.2% last year. Included in the 2002 fourth quarter results was a one-time charge of \$111.4 million related to the previously announced shutdown of the DIRECTV Broadband business. Excluding this charge, EBITDA was \$283.0 million and EBITDA margin was 11.4%. The operating loss for the fourth quarter of 2002 was \$105.4 million compared with an operating loss of \$178.6 million in the fourth quarter of 2001.

"The continued improvement in the operating performance of DIRECTV U.S. drove the strong revenue and EBITDA performance of HUGHES in the quarter," said Jack A. Shaw, HUGHES' president and chief executive officer. "The actions we've taken over the last 18 months to lower churn, reduce subscriber acquisition costs and increase monthly revenue per subscriber have resulted in a higher quality subscriber base and have increased the financial returns on our subscriber investment. As a result, DIRECTV U.S. fourth quarter revenues increased by over 19% to about \$1.8 billion and EBITDA more than tripled to \$191 million as compared to the same period in 2001."

Shaw continued, "We also moved quickly to address the issues facing our DIRECTV Broadband and DIRECTV Latin America businesses as soon as the proposed merger with EchoStar was terminated. As a result of our recent announcements to shutdown DIRECTV Broadband and restructure DIRECTV Latin America, we expect to reduce our cash requirements by several hundred million dollars over the next few years."

In the fourth quarter of 2002, HUGHES reported an operating loss of \$105.4 million compared with an operating loss of \$178.6 million in 2001. This lower operating loss was due primarily to the higher EBITDA and the elimination of approximately \$45 million of amortization expense for goodwill and intangible assets in 2002 that resulted from the adoption of Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" ("SFAS No. 142") on January 1, 2002. These changes were partially offset by higher depreciation expense, mostly at DIRECTV U.S. due to the launch of two new satellites and additional infrastructure expenditures made during the last year.

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HUGHES had fourth quarter 2002 net income of \$115.3 million compared to a net loss of \$132.6 million in the same period of 2001. The primary reasons for the improved net income were the lower operating loss and a pre-tax gain of \$600 million related to the settlement with EchoStar Communications Corporation ("EchoStar") in connection with the termination of the proposed merger agreement with HUGHES. These improvements were partially offset by pre-tax charges related to the write-down to market value of equity investments in XM Satellite Radio and Crown Media Holdings of \$103 million and \$44 million, respectively, and a \$52 million pre-tax loss related to the exchange of HUGHES' ownership in HUGHES Tele.com (India) Limited for an equity interest in and long term receivables from Tata Teleservices Limited.

In January of 2002, HUGHES adopted SFAS No. 142, "Goodwill and Other Intangible Assets." In the fourth quarter, step two of the transitional impairment test was completed for DIRECTV Latin America, DIRECTV Broadband and a Hughes Network Systems ("HNS") equity investment. As a result of this analysis, HUGHES wrote-down \$557 million of goodwill related to DIRECTV Latin America, \$108 million of goodwill related to DIRECTV Broadband and \$16 million of goodwill associated with the HNS equity investment. In accordance with SFAS No. 142, these charges are reflected in the first quarter of 2002 results and are recorded in "Cumulative effect of accounting changes, net of taxes."

FULL-YEAR FINANCIAL REVIEW



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For the full-year 2002, revenues increased 8.1% to \$8,934.9 million compared to \$8,264.0 million in 2001. This increase was primarily due to continued subscriber growth at DIRECTV U.S. partially offset by lower sales in the Carrier businesses of HNS, the devaluation of several foreign currencies in the DIRECTV Latin America businesses and the absence of new sales-type lease contracts at PanAmSat.

EBITDA in 2002 was \$672.4 million and EBITDA margin was 7.5%, compared to EBITDA of \$389.9 million and EBITDA margin of 4.7% in 2001. The 72.5% increase in EBITDA and the increase in EBITDA margin were primarily attributable to additional profit gained from the DIRECTV U.S. revenue growth and lower subscriber acquisition costs, a \$95 million one-time gain from the favorable resolution of litigation with the National Aeronautics and Space Administration ("NASA"), and an \$88 million charge primarily related to severance recorded in 2001. These improvements were partially offset by the devaluation of several foreign currencies and the costs associated with the 2002 World Cup in the DIRECTV Latin America businesses, the \$111 million charge for the shutdown of the DIRECTV Broadband business and a charge of \$48 million related to losses associated with the final settlement of a contractual dispute with General Electric Capital Corporation ("GECC").

HUGHES' operating loss for 2002 was \$394.7 million compared with an operating loss of \$757.8 million in 2001. The improved operating loss was primarily due to the higher EBITDA and the elimination of approximately \$249 million of amortization expense for goodwill and intangible assets in 2002 that resulted from the adoption of SFAS No. 142. These changes were partially offset by higher depreciation expense, particularly at DIRECTV U.S. due to the recent launch of two new satellites and additional infrastructure expenditures made during the last year.

In 2002, net losses totaled \$891.1 million compared to net losses of \$621.6 million in 2001. The higher net loss was primarily due to the goodwill charges, increased net interest expense including a charge of \$74 million related to the GECC settlement in 2002, the write-downs of equity investments to market value and the discontinuation of the minority interest adjustment related to DIRECTV Latin America. Partially offsetting these results were the gain recorded on the EchoStar settlement, the lower operating loss, the write-down of HUGHES' Sky Perfect Communications, Inc. ("Sky Perfect") investment in 2001, and the larger pre-tax gain on the sale of HUGHES' Thomson Multimedia common stock in 2002 compared to 2001.

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### SEGMENT FINANCIAL REVIEW: FOURTH QUARTER 2002

#### Direct-To-Home Broadcast

Fourth quarter 2002 revenues for the segment increased 15.1% to \$1,973.7 million from \$1,715.2 million in the fourth quarter of 2001. The segment had EBITDA of \$44.8 million compared with negative EBITDA of \$5.3 million in the fourth quarter of 2001. Operating loss was \$142.3 million in the fourth quarter of 2002 compared with an operating loss of \$176.1 million in the same period last year.

United States: Excluding subscribers in the National Rural Telecommunications Cooperative ("NRTC") territories, DIRECTV's owned and operated gross subscriber additions in the quarter were 711,000 and after accounting for churn, DIRECTV added 292,000 net subscribers. DIRECTV owned and operated subscribers totaled 9.49 million as of December 31, 2002, 12% more than the 8.44 million cumulative subscribers attained as of December 31, 2001. For

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the fourth quarter of 2002, the total number of subscribers in NRTC territories fell by 36,000, reducing the total number of NRTC subscribers as of December 31, 2002, to 1.69 million. As a result, the DIRECTV platform ended the year with 11.18 million total subscribers.

DIRECTV reported quarterly revenues of \$1,814 million, an increase of over 19% from last year's fourth quarter revenues of \$1,519 million. The increase was due to continued subscriber growth and higher monthly revenue per subscriber.

EBITDA for the fourth quarter of 2002 was \$191 million compared with EBITDA in the same period of 2001 of \$63 million. The increased EBITDA was primarily due to the additional profit gained from DIRECTV's increased revenue and lower marketing costs related to lower gross subscriber additions. Operating profit in the current quarter increased to \$68 million compared with an operating loss of \$46 million in 2001 principally due to the improved EBITDA and reduced amortization expense in accordance with SFAS No. 142. These were partially offset by higher depreciation expense, mostly related to the launch of the DIRECTV 4S satellite in December 2001 and DIRECTV 5 in May 2002, as well as additional infrastructure expenditures made during the last year.

Please refer to the "Selected DIRECTV U.S. Performance Highlights" attachment for additional information on DIRECTV's subscribers and other important financial metrics.

DIRECTV DSL: On December 13, 2002, HUGHES announced that it was shutting down the DIRECTV DSLTM service. DIRECTV Broadband will be transitioning subscribers to alternative service providers during the first quarter of 2003.

In the fourth quarter of 2002, the DIRECTV DSL service added approximately 600 net customers. As of December 31, 2002, DIRECTV DSL had about 151,600 residential broadband customers in the United States compared with about 91,000 customers as of December 31, 2001.

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The DIRECTV DSL service had fourth quarter 2002 revenues of \$21 million compared with \$11 million reported in the fourth quarter of 2001. The increase was driven by the larger subscriber base and an increase in monthly revenue per subscriber.

Including a \$111 million charge recorded for the expected costs associated with the planned shutdown of the service, DIRECTV DSL had negative EBITDA of \$134 million in the quarter compared with negative EBITDA of \$32 million in the same period last year. The charge will cover the expected costs to close the business including contract termination payments, write-off of customer premise equipment and severance payments. DIRECTV DSL's operating loss in the fourth quarter of 2002 increased to \$147 million compared with an operating loss of \$41 million in 2001 primarily due to the shutdown charge.

Latin America: On January 8, 2003, DIRECTV Latin America announced that it had initiated discussions with certain programmers, suppliers, lenders and business associates to resolve issues that have affected its financial performance, including excessive fixed costs and a substantial debt burden. DIRECTV Latin America's goal is to implement a plan that is consistent with its overall objectives of enhanced competitiveness and profitable growth.

The DIRECTV service in Latin America lost 22,000 net subscribers in the fourth quarter of 2002. As a result, the total number of subscribers in Latin America as of the end of the quarter was approximately 1,582,000 compared with about 1,610,000 as of December 31, 2001.

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Revenues for DIRECTV Latin America were \$141 million for the quarter compared with \$186 million in the fourth quarter of 2001. This decline was primarily due to the devaluation of several foreign currencies, the most significant of which was in Argentina, as well as the lower number of subscribers.

DIRECTV Latin America had negative EBITDA of \$13 million in the quarter compared with negative EBITDA of \$36 million in the fourth quarter of 2001. The improvement in EBITDA was primarily due to a \$29 million charge in 2001 related to the Argentinean devaluation as well as reduced operating costs in 2002 due to aggressive cost cutting. These improvements were partially offset by the decline in revenues. DIRECTV Latin America's operating loss decreased to \$64 million in the quarter from an operating loss of \$89 million last year primarily due to the improved EBITDA and reduced amortization expense in accordance with SFAS No. 142, partially offset by higher depreciation expense associated with additional infrastructure expenditures.

### Satellite Services

PanAmSat Corporation ("PanAmSat"), which is 81%-owned by HUGHES, generated fourth quarter 2002 revenues of \$196.8 million compared with \$203.7 million in the same period of the prior year. The decrease in revenues was primarily due to reduced occasional video services revenues as compared to fourth quarter 2001, which reflected increased activity due to the events of September 11, 2001.

EBITDA for the quarter was \$144.4 million and EBITDA margin was 73.4%. EBITDA in the fourth quarter of 2001 was \$139.3 million and EBITDA margin was 68.4%. The increase in EBITDA and EBITDA margin was primarily due to the company's continued focus on reducing its operating costs. Operating profit for the quarter was \$71.4 million compared with operating profit of \$29.3 million in the fourth quarter of 2001. The increase was primarily due to the improved EBITDA as well as lower amortization expense in accordance with SFAS No. 142 and lower satellite depreciation expense.

As of December 31, 2002, PanAmSat had contracts for satellite services representing future payments (backlog) of approximately \$5.55 billion compared to approximately \$5.50 billion at the end of the third quarter of 2002.

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### Network Systems

HNS generated fourth quarter 2002 revenues of \$372.5 million compared with \$435.7 million in the fourth quarter of 2001. The decline was principally due to lower sales in the Carrier businesses primarily related to the substantial completion of the XM Satellite Radio and Thuraya Satellite Telecommunications Company contracts.

HNS shipped 939,000 DIRECTV(R) receiver systems in the fourth quarter of 2002 compared to 814,000 units in the same period last year. Additionally, HNS added approximately 20,000 net DIRECWAY residential and small office/home office (SOHO) broadband customers in the quarter. As of December 31, 2002, DIRECWAY had approximately 158,000 residential and SOHO subscribers in North America compared to 101,000 as of December 31, 2001, a 56% increase.

HNS reported EBITDA of \$1.1 million in the quarter compared to negative EBITDA of \$14.1 million in the fourth quarter of 2001. Improved margins in the Satellite Broadband and Set-Top Box businesses were partially offset by the lower EBITDA associated with the decline in sales in the Carrier businesses. Operating loss was \$18.0 million compared with the prior year's operating loss

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of \$27.6 million. The decrease in operating loss was attributable to the improved EBITDA partially offset by increased depreciation and amortization expense associated with additional infrastructure expenditures.

### BALANCE SHEET

From December 31, 2001 to December 31, 2002, HUGHES' consolidated cash balance increased \$428.5 million to \$1,128.6 million and total debt increased \$470.5 million to \$3,117.8 million. The major uses of cash were \$1,298.1 million for satellite and capital expenditures, the payment of \$180 million to GECC and the final purchase price adjustment payment of \$134 million to the Raytheon Company. Also included in 2002 were cash receipts of \$600 million for the settlement on the terminated merger with EchoStar, \$215 million from an insurance claim on the PAS-7 satellite, \$211 million for the sale of Thomson Multimedia common stock, \$105 million for the sale of Sky Perfect common stock and \$95 million from the resolution of the breach of contract lawsuit with NASA.

Additionally, on December 4, 2002, HUGHES announced that it had refinanced and extended \$1.9 billion of senior credit facilities. The amended facilities mature on August 31, 2003, and include a \$1.28 billion revolving credit facility and a \$650 million term loan.

Hughes Electronics Corporation is a unit of General Motors Corporation. The earnings of Hughes Electronics are used to calculate the earnings attributable to the General Motors Class H common stock (NYSE:GMH).

A live webcast of HUGHES' fourth quarter 2002 earnings call will be available on the company's website at [www.hughes.com](http://www.hughes.com). The call will begin at 2:00 p.m. ET, today. The dial in number for the call is (913) 981-5517. The webcast will be archived on the Investor Relations portion of the HUGHES website and a replay will be available (dial in number: 719-457-0820, code: 797276) beginning today at 7:00 p.m. ET.

(1) EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) is defined as operating profit (loss) plus depreciation and amortization. EBITDA margin is calculated by dividing EBITDA by total revenues. EBITDA is not presented as an alternative measure of operating results or cash flow from operations, as determined in accordance with accounting principles generally accepted in the United States of America. HUGHES management uses EBITDA to evaluate the operating performance of HUGHES and its business segments, to allocate resources and capital to its business segments, and as a measure of performance for incentive compensation purposes. HUGHES believes EBITDA is a measure of performance used by some investors, equity analysts and others to make informed investment decisions. EBITDA is used as an analytical indicator of income generated to service debt and fund capital expenditures. In addition, multiples of current or projected EBITDA are used to estimate current or prospective enterprise value. HUGHES management believes that EBITDA is a common measure used to compare HUGHES' operating performance and enterprise value to other communications, entertainment and media service providers. EBITDA does not reflect funds available for investment in the business of HUGHES, dividends or other discretionary uses. EBITDA and EBITDA margin as presented herein may not be comparable to similarly titled measures reported by other companies.

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Hughes Financial Guidance

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	2002 Full Year Actuals	First Quarter 2003	Full Year 2003
<b>HUGHES</b>			
Revenues	\$8,935M	~\$2.1B	\$9.3 - 9.5B
EBITDA	\$672M	\$175 - 225M	~\$1.1B
Cash Supplied/(Required)	\$138M(1)	N/A	\$(200) - (300)M(2)
<b>DIRECTV U.S.</b>			
Revenues	\$6,445M	~\$1.625B	~\$7.1B
EBITDA	\$620M(3)	~\$160M	\$800 - 850M
Net Subscriber Adds	1,050K	N/A	750 - 800K
<b>DIRECTV DSL</b>			
Revenues	\$72M		
EBITDA	\$(220)M	DIRECTV DSL Discontinued	
Net Subscriber Adds	61K		
<b>DIRECTV Latin America</b>			
Revenues	\$680M	\$125 - 150M	\$550 - 600M
EBITDA	\$(202)M	\$(30) - (50)M	\$(50) - (75)M
<b>Hughes Network Systems</b>			
Revenues	\$1,170M	\$215 - 230M	\$1.1 - 1.2B
EBITDA	\$(87)M(4)	\$(20) - (30)M	Breakeven
<b>PanAmSat</b>			
Revenues	\$812M	\$190 - 200M	\$790 - 820M
New Outright Sales and Sales-Type Leases	None	None	None
EBITDA	\$592M	\$140 - 150M	\$580 - 600M

- (1) Excludes financing fees of and purchases of short term investments.  
(2) Excludes one-time non-operating cash requirements.  
(3) Excludes \$56M EBITDA charge for GECC settlement and includes \$45M of allocated HUGHES corporate G&A which will not be allocated in 2003.  
(4) Includes \$10M of allocated HUGHES corporate G&A which will not be allocated in 2003.

NOTE: Hughes Electronics Corporation believes that some of the foregoing statements may constitute forward-looking statements. When used in this report, the words "estimate," "plan," "project," "anticipate," "expect," "intend," "outlook," "believe," and other similar expressions are intended to identify such forward-looking statements and information. Important factors that may

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cause actual results of HUGHES to differ materially from the forward-looking statements in this report are set forth in the Form 10-Ks filed with the SEC by General Motors and HUGHES.

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### Selected DIRECTV U.S. Performance Highlights

	Quarters Ended				
	12/31/01	3/31/02	6/30/02	9/30/02	12/31/02
DIRECTV U.S. Key Performance Metrics					
Average Revenue per User (ARPU), \$ (1)	\$61.35	\$56.70	\$58.10	\$59.20	\$64.70
Subscriber Acquisition Cost (SAC), \$ (2)	\$565	\$525	\$530	\$535	\$570
Churn, % (3)	1.7%	1.6%	1.7%	1.7%	1.5%
Pre-Marketing Cash Flow (PMCF), %	38%	39%	40%	41%	38%

### Subscriber Summary (in millions)

DIRECTV - Owned & Operated					
Residential	7.88	8.27	8.46	8.68	8.93
Commercial	0.33	0.34	0.37	0.38	0.40
Suspended	0.23	0.18	0.16	0.14	0.16
Total DIRECTV - Owned & Operated (4)	8.44	8.79	8.99	9.20	9.49
NRTC, Total (5)	1.89	1.75	1.75	1.72	1.69
Grand Total	10.33	10.54	10.74	10.92	11.18

- (1) Total revenue divided by average period-end total DIRECTV owned & operated customers
- (2) Sales and marketing acquisition costs divided by DIRECTV owned & operated customer gross adds in the period; includes advanced and leased set-top boxes
- (3) Net customer disconnects divided by average period-end DIRECTV owned and operated customers
- (4) Excludes pending customers to reflect policy change effective 1/1/02
- (5) Reflects DIRECTV billing system data except Q1 and Q2 2002 which also reflect Pegasus Communications Corp. policy change and adjustments reported in Pegasus' Form 10Q filings

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CONSOLIDATED STATEMENTS OF OPERATIONS AND  
AVAILABLE SEPARATE CONSOLIDATED NET INCOME (LOSS)  
(Dollars in Millions)  
(Unaudited)

	Fourth Quarter		Twelve Months Ended December 31,	
	2002	2001	2002	2001
-----				
Revenues				
Direct broadcast, leasing and other services	\$2,195.6	\$1,935.6	\$8,031.0	\$7,204.3
Product sales	276.1	346.0	903.9	1,059.7
-----				
Total Revenues	2,471.7	2,281.6	8,934.9	8,264.0
-----				
Operating Costs and Expenses, Exclusive of Depreciation and Amortization Expense Shown Below				
Broadcast programming and other costs	1,162.3	944.3	4,187.1	3,335.3
Cost of products sold	251.4	309.8	818.6	900.2
Selling, general and administrative expenses	886.4	909.3	3,256.8	3,638.6
Depreciation and amortization	277.0	296.8	1,067.1	1,147.7
-----				
Total Operating Costs and Expenses	2,577.1	2,460.2	9,329.6	9,021.8
-----				
Operating Loss	(105.4)	(178.6)	(394.7)	(757.8)
Interest income	7.4	4.5	24.5	56.7
Interest expense	(61.1)	(61.9)	(336.2)	(195.9)
Other, net	379.5	(2.7)	425.5	(92.7)
-----				
Income (Loss) Before Income Taxes, Minority Interests and Cumulative Effect of Accounting Change	220.4	(238.7)	(280.9)	(989.7)
Income tax (expense) benefit	(97.8)	107.8	92.7	325.6
Minority interests in net (earnings) losses of subsidiaries	(7.3)	(1.7)	(21.6)	49.9
-----				
Income (Loss) before cumulative effect of accounting changes	115.3	(132.6)	(209.8)	(614.2)
Cumulative effect of accounting changes, net of taxes	-	-	(681.3)	(7.4)
-----				
Net Income (Loss)	115.3	(132.6)	(891.1)	(621.6)
Adjustment to exclude the effect of GM purchase accounting	-	0.8	-	3.3
-----				
Income (Loss) excluding the effect of GM purchase accounting	115.3	(131.8)	(891.1)	(618.3)
Preferred stock dividends	-	(24.1)	(46.9)	(96.4)
-----				

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Income (Loss) Used for Computation of				
Available Separate Consolidated				
Net Income (Loss)	\$115.3	\$ (155.9)	\$ (938.0)	\$ (714.7)
=====				
Available Separate Consolidated				
Net Income (Loss)				
Average number of shares of General Motors				
Class H Common Stock outstanding				
(in millions) (Numerator)	958.2	877.3	919.5	876.3
Average Class H dividend base				
(in millions) (Denominator)	1,381.8	1,300.9	1,343.1	1,300.0
Available Separate Consolidated				
Net Income (Loss)	\$80.0	\$ (105.1)	\$ (642.2)	\$ (481.8)
=====				

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CONSOLIDATED BALANCE SHEETS  
(Dollars in Millions)

	December 31, 2002 (Unaudited)	December 31, 2001
ASSETS		
-----		
Current Assets		
Cash and cash equivalents	\$1,128.6	\$700.1
Accounts and notes receivable	1,133.9	1,090.5
Contracts in process	165.9	153.1
Inventories	230.3	360.1
Deferred income taxes	97.7	118.9
Prepaid expenses and other	921.3	918.4
-----		
Total Current Assets	3,677.7	3,341.1
Satellites, net	4,922.6	4,806.6
Property, net	2,017.4	2,197.8
Goodwill, net	5,775.2	6,496.6
Intangible Assets, net	644.7	660.2
Net Investment in Sales-type Leases	161.9	227.0
Investments and Other Assets	706.9	1,480.8
-----		
Total Assets	\$17,906.4	\$19,210.1
=====		

LIABILITIES AND STOCKHOLDER'S EQUITY

-----		
Current Liabilities		
Accounts payable	\$1,039.0	\$1,227.5
Deferred revenues	166.4	178.5
Short-term borrowings and current portion of long-term debt	727.8	1,658.5
Accrued liabilities and other	1,288.5	1,342.0
-----		
Total Current Liabilities	3,221.7	4,406.5
Long-Term Debt	2,390.0	988.8
Other Liabilities and Deferred Credits	1,178.4	1,465.1
Deferred Income Taxes	581.2	746.5
Commitments and Contingencies		
Minority Interests	555.3	531.3



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Stockholder's Equity	9,979.8	11,071.9
-----		
Total Liabilities and Stockholder's Equity	\$17,906.4	\$19,210.1
=====		

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 General Motors (which includes 100% of the stock of Hughes).

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SELECTED SEGMENT DATA  
(Dollars in Millions)  
(Unaudited)

	Fourth Quarter Ended		Twelve Months December 31,	
	2002	2001	2002	2001
-----				
DIRECT-TO-HOME BROADCAST				
Total Revenues	\$ 1,973.7	\$ 1,715.2	\$7,193.3	\$6,306.4
EBITDA (1)	\$ 44.8	\$ (5.3)	\$ 142.2	\$ (74.8)
EBITDA Margin (1)	2.3%	N/A	2.0%	N/A
Operating Loss	\$ (142.3)	\$ (176.1)	\$ (523.8)	\$ (749.9)
Depreciation and Amortization	\$ 187.1	\$ 170.8	\$ 666.0	\$ 675.1
Capital Expenditures	\$ 123.5	\$ 211.8	\$ 524.1	\$ 734.3
-----				
SATELLITE SERVICES				
Total Revenues	\$ 196.8	\$ 203.7	\$ 812.3	\$ 870.1
EBITDA (1)	\$ 144.4	\$ 139.3	\$ 591.6	\$ 580.0
EBITDA Margin (1)	73.4%	68.4%	72.8%	66.7%
Operating Profit	\$ 71.4	\$ 29.3	\$ 255.9	\$ 165.3
Operating Profit Margin	36.3%	14.4%	31.5%	19.0%
Depreciation and Amortization	\$ 73.0	\$ 110.0	\$ 335.7	\$ 414.7
Capital Expenditures	\$ 34.3	\$ 96.5	\$ 294.3	\$ 338.2
-----				
NETWORK SYSTEMS				
Total Revenues	\$ 372.5	\$ 435.7	\$1,169.9	\$1,325.8
EBITDA (1)	\$ 1.1	\$ (14.1)	\$ (87.0)	\$ (111.8)
Operating Loss	\$ (18.0)	\$ (27.6)	\$ (160.7)	\$ (171.8)
Depreciation and Amortization	\$ 19.1	\$ 13.5	\$ 73.7	\$ 60.0
Capital Expenditures	\$ 85.0	\$ 197.4	\$ 400.4	\$ 664.6
-----				
ELIMINATIONS and OTHER				
Total Revenues	\$ (71.3)	\$ (73.0)	\$ (240.6)	\$ (238.3)
EBITDA (1)	\$ (18.7)	\$ (1.7)	\$ 25.6	\$ (3.5)
Operating Profit (Loss)	\$ (16.5)	\$ (4.2)	\$ 33.9	\$ (1.4)
Depreciation and Amortization	\$ (2.2)	\$ 2.5	\$ (8.3)	\$ (2.1)
Capital Expenditures	\$ 24.6	\$ 10.4	\$ 79.3	\$ 6.4
-----				
TOTAL				
Total Revenues	\$ 2,471.7	\$ 2,281.6	\$8,934.9	\$8,264.0
EBITDA (1)	\$ 171.6	\$ 118.2	\$ 672.4	\$ 389.9
EBITDA Margin (1)	6.9%	5.2%	7.5%	4.7%
Operating Loss	\$ (105.4)	\$ (178.6)	\$ (394.7)	\$ (757.8)
Depreciation and Amortization	\$ 277.0	\$ 296.8	\$1,067.1	\$1,147.7
Capital Expenditures	\$ 267.4	\$ 516.1	\$1,298.1	\$1,743.5

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=====  
(1) EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) is the sum of operating profit (loss) and depreciation and amortization. EBITDA margin is calculated by dividing EBITDA by total revenues. EBITDA is not presented as an alternative measure of operating results or cash flow from operations, as determined in accordance with accounting principles generally accepted in the United States of America. EBITDA does not reflect the funds available for investment in the business of HUGHES, dividends or other discretionary uses. EBITDA as presented herein may not be comparable to similarly titled measures reported by other companies.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL MOTORS CORPORATION

-----  
(Registrant)

Date      January 16, 2003  
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By  
/s/Peter R. Bible

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(Peter R. Bible,  
Chief Accounting Officer)

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