

Edgar Filing: VALUEVISION INTERNATIONAL INC - Form SC 13D/A

VALUEVISION INTERNATIONAL INC
Form SC 13D/A
March 15, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

Information to be included in Statements Filed Pursuant To Rule 13d-1(a)
and Amendments Thereto Filed Pursuant to Rule 13d-2(a)
(Amendment No. 4)

VALUEVISION INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

92047K107

(CUSIP Number)

Lawrence P. Tu, Esq.
National Broadcasting Company, Inc.
30 Rockefeller Plaza
New York, New York 10112
(212) 664-4444

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

November 16, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the

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Act (however, see the Notes).

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

GE CAPITAL EQUITY INVESTMENTS, INC.
06-1468495

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES
-0-

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 16,013,918
REPORTING PERSON

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
16,013,918

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,013,918

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.1%

12 TYPE OF REPORTING PERSON*
CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) NATIONAL BROADCASTING COMPANY, INC. 14-1682529		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) [] (b) [X]
3	SEC USE ONLY		
4	SOURCE OF FUNDS* See Item 3.		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
		8	SHARED VOTING POWER 16,013,918
		9	SOLE DISPOSITIVE POWER 6,198,485
		10	SHARED DISPOSITIVE POWER 16,013,918
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,212,403		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 45.0%		
12	TYPE OF REPORTING PERSON* CO		

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) GENERAL ELECTRIC CAPITAL CORPORATION 13-1500700		
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/>	(b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS* Not Applicable		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9 10	SOLE VOTING POWER -0- SHARED VOTING POWER 16,013,918 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 16,013,918
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,013,918		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		<input checked="" type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 37.1%		
12	TYPE OF REPORTING PERSON* CO		

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 92047K107	SCHEDULE 13D/A	Page 5
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) GENERAL ELECTRIC CAPITAL SERVICES, INC. 06-1109503	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	

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4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER Disclaimed (see 11 below)
--	---	--

8	SHARED VOTING POWER -0-
---	----------------------------

9	SOLE DISPOSITIVE POWER Disclaimed (see 11 below)
---	---

10	SHARED DISPOSITIVE POWER -0-
----	---------------------------------

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial Ownership of all Shares disclaimed by General Electric
Capital Services, Inc.

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Not applicable (see 11 above)

12 TYPE OF REPORTING PERSON*
CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

GENERAL ELECTRIC COMPANY
14-0689340

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER Disclaimed (see 11 below)
--	---	--

8	SHARED VOTING POWER -0
---	---------------------------

9	SOLE DISPOSITIVE POWER Disclaimed (see 11 below)
---	---

10	SHARED DISPOSITIVE POWER -0-
----	---------------------------------

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial Ownership of all Shares disclaimed by
General Electric Company

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Not applicable (see 11 above)

12 TYPE OF REPORTING PERSON*
CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

NATIONAL BROADCASTING COMPANY HOLDING, INC.
13-3448662

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER Disclaimed (see 11 below)
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER Disclaimed (see 11 below)
	10	SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial Ownership of all Shares disclaimed by
National Broadcasting Company Holding, Inc.

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Not applicable (see 11 above)

12 TYPE OF REPORTING PERSON*
CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 4 (this "Amendment") amends the Schedule 13D filed on April 26, 1999, as amended by Amendment No. 1 filed on June 3, 1999, Amendment No. 2 filed on July 6, 1999 and Amendment No. 3 filed on November 29, 2000 (as so amended, the "Schedule 13D"), which relates to shares of common stock, par value \$0.01 per share, of ValueVision International, Inc., a Minnesota corporation. Capitalized terms used herein but not defined shall have the meaning attributed to them in the Schedule 13D.

Item 2. Identity and Background.

As of the date hereof, the name, business address, principal occupation or employment, and citizenship of each director and executive officer of GECEI, NBC, GE, Capital GECS, GE and NBC Holding are set forth on Schedules A, B, C, D, E and F, respectively, attached hereto.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following:

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On March 20, 2001, pursuant to the Distribution Agreement, the Company issued to NBC Performance Distributor Warrants to purchase up to 343,725 shares of Common Stock at a purchase price of \$23.07 per share (the "First Performance Distributor Warrants").

On August 13, 2001, NBC, as successor to NBC Internet Inc., as successor to Xoom.com, Inc., acquired warrants to purchase 404,760 shares of Common Stock at a purchase price of \$24.71 per share (the "NBCi Warrants").

Item 5. Interest in Securities of the Issuer.

The responses of the Reporting Persons on Rows (11) through (13) of the cover pages of this Amendment are incorporated herein by reference. As of the date of this filing, GECEI, NBC, and GE Capital, by virtue of its ownership of all of the Common Stock of GECEI, may be deemed to have joint beneficial ownership of (i) 10,674,418 shares of outstanding Common Stock of the Company and (ii) 5,339,500 shares of Common Stock issuable upon the conversion of 5,339,500 shares of outstanding Preferred Stock. In addition, NBC beneficially owns the Distributor Warrant, which is currently exercisable for 1,450,000 shares of Common Stock, the Branding Warrants, which are currently exercisable for 4,000,000 shares of Common Stock, the First Performance Distributor Warrants, which are currently exercisable for 343,725 shares of Common Stock and the NBCi Warrant, which is currently exercisable for 404,760 shares of Common Stock (which securities do not include the 2,000,000 additional shares of Common Stock subject to the Branding Warrants for which the Branding Warrants are not yet exercisable). According to the Company's Form 10-Q filed on December 13, 2001, as of December 10, 2001, the Company had 37,864,406 shares of Common Stock issued and outstanding (including 10,674,418 outstanding shares of Common Stock beneficially owned by the Reporting Persons on such date). Accordingly, as of the date hereof NBC may be deemed to have beneficial ownership of 45.0% of the outstanding shares of Common Stock, assuming (i) issuance of 5,339,500 shares of Common Stock upon conversion of the Preferred Shares, (ii) the exercise of the Distributor Warrant with respect to 1,450,000 shares of Common Stock, (iii) the exercise of the Branding Warrants with respect to 4,000,000 shares of Common Stock, (iv) the exercise of the First Performance Distributor Warrants with respect to 343,725 shares of Common Stock and (v) the exercise of the NBCi Warrant with respect to 404,760 shares of Common Stock (which securities do not include the 2,000,000 additional shares of Common Stock subject to the Branding Warrants for which the Branding Warrants are not yet exercisable). As of the date hereof, GECEI and GE Capital, by virtue of its ownership of all the Common Stock of GECEI, may be deemed to have joint beneficial ownership of 37.1% of the outstanding shares of Common Stock, assuming the issuance of 5,339,500 shares of Common Stock upon conversion of the Preferred Shares.

Item 7. Exhibits.

Exhibit 14.	Warrant Certificate
Exhibit 15	Warrant Certificate

SIGNATURES

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After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 14, 2002

GE CAPITAL EQUITY INVESTMENTS, INC.

By: /s/ Jonathan K. Sprole

Jonathan K. Sprole, Managing Director

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Jonathan K. Sprole

Jonathan K. Sprole, Department Operations Manager

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Jonathan K. Sprole

Jonathan K. Sprole, Attorney-in-Fact

GENERAL ELECTRIC COMPANY

By: /s/ Jonathan K. Sprole

Jonathan K. Sprole, Attorney-in-Fact

NATIONAL BROADCASTING COMPANY, INC.

By: /s/ Elizabeth A. Newell

Elizabeth A. Newell, Assistant Secretary

NATIONAL BROADCASTING COMPANY HOLDING, INC.

By: /s/ Elizabeth A. Newell

Elizabeth A. Newell, Assistant Secretary

SCHEDULE A
GE CAPITAL EQUITY INVESTMENTS, INC.
DIRECTORS

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NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPAT -----
---------------	--------------------------------------	----------------------------

John L. Flannery	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	President, Chairm
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Mr. Flannery is a U.S. citizen.

GE CAPITAL EQUITY INVESTMENTS, INC. EXECUTIVE OFFICERS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPAT -----
---------------	--------------------------------------	----------------------------

John L. Flannery, Jr.	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	President and Cha
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Jonathan K. Sprole	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Managing Director and Secretary
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Daniel Janki	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Chief Financial O
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Mario Mastrantoni	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Vice President -
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Barbara J. Gould	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Managing Director Counsel and Assis
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Peter J. Muniz	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Senior Vice Presi General Counsel a Secretary
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Mark Horncastle	Clarges House 612 Clarges Street London, England	Senior Vice Presi General Counsel a Secretary
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Ian Sharpe	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Vice President -
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Citizenship:

Mark Horncastle	U.K.
All Others	U.S.A.

SCHEDULE B
NATIONAL BROADCASTING COMPANY, INC.
DIRECTORS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPATION -----
S.S. Cathcart	222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045	Retired Chairman, Illinois Tool Works
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of and Executive Officer General Electric Chairman, General Capital Services,
P. Fresco	Fiat SpA via Nizza 250 10126 Torino, Italy	Chairman of the Board Fiat SpA
A. M. Fudge	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Former Executive President Kraft Foods
J. R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the Board and Chief Executive Officer Officer, General
A. Jung	Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105	President and Chief Executive Officer Avon Products, Inc.
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, President Chief Executive Officer Invemed Associates
R.B. Lazarus	Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316	Chairman and Chief Executive Officer
S.G. McNealy	Sun Microsystems, Inc. 901 San Antonio Road Palo Alto, CA 94303-4900	Chairman, President Chief Executive Officer Sun Microsystems,
G.G. Michelson	Federated Department Stores 151 West 34th Street New York, NY 10001	Former Member of Board of Directors Federated Department
S. Nunn	King & Spalding 191 Peachtree Street, N.E. Atlanta, Georgia 30303	Partner, King & Spalding
R.S. Penske	Penske Corporation 13400 Outer Drive, West Detroit, MI 48239-4001	Chairman of the Board and President, Penske

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F.H.T. Rhodes	Cornell University 3104 Snee Building Ithaca, NY 14853	President Emeritus Cornell University
G. L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of and Executive Off General Electric
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chairman Board and CEO and former Direct Champion Internat
D.A. Warner III	J. P. Morgan Chase & Co., 270 Park Avenue New York, NY 10017-2070	Chairman of the B The Chase Manhatt Guaranty Trust Co
R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of and Executive Off General Electric Chairman and Chie Executive Officer Broadcasting Comp

Citizenship -----

P. Fresco	Italy
Andrea Jung	Canada
All Others	U.S.A.

NATIONAL BROADCASTING COMPANY, INC

EXECUTIVE OFFICERS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPAT -----
J.R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the B Chief Executive O
R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of and Executive Off General Electric Chairman and Chie
M. W. Begor	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr Chief Financial O Treasurer
W. L. Bolster	National Broadcasting Company, Inc. 30 Rockefeller Plaza	Executive Vice Pr

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	New York, NY 10112	
R. Cotton	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr
D. Ebersol	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr
J. W. Eck	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr
R. A. Falco	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr
B. W. Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presi General Counsel a Secretary General
J. W. Ireland III	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr
A. R. Lack	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	President and Chi Operating Officer
P. Madison	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr
S. Sassa	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice P
E. J. Scanlon	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr
N. Shapiro	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr
P. Thomas-Graham	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr
L. Tu	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr
M. Yudkovitz	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr
D. Zaslav	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr

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J. Zucker	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice Pr
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Citizenship: U.S.A.

SCHEDULE C GENERAL ELECTRIC CAPITAL CORPORATION DIRECTORS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPAT -----
Nancy E. Barton	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presi General Counsel a
James R. Bunt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President an
David L. Calhoun	GE Aircraft Engines 1 Neumann Way Cincinnati, OH 45215	Chief Executive O
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of Executive Officer
Scott C. Donnelly	General Electrtric CR&D One Research Circle Niskayuna, NY 12309	Senior Vice Presi
Michael D. Fraizer	GE Financial Assurance 6604 W. Broad Street Richmond, VA 23230	President & CEO
Arthur H. Harper	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Executive Vice Pr
Benjamin W. Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presi General Counsel a
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman and CEO
Robert Jeffe	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presi Corporate Busines
John H. Myers	GE Investment Corporation	Chairman and Pres

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3003 Summer Street, 7th Fl.
Stamford, CT 06905

Denis J. Nayden	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Chairman and CEO
Michael A. Neal	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	President and COO
James A. Parke	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice Chairman and
Ronald R. Pressman	Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204	Chairman, Preside
Gary M. Reiner	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Sr. Vice Presiden Chief Information
Gary L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman
John M. Samuels	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President & Corporate Taxes
Keith S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presi & CFO
Edward D. Stewart	GE Capital Corporation 1600 Summer Street Stamford, CT 06927	Executive Vice Pr
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Chairman & CEO

Citizenship: U.S.A.

GENERAL ELECTRIC CAPITAL CORPORATION

OFFICERS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL OCCUPATI
-----	-----	-----
Denis J. Nayden	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Chairman and CEO

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Michael A. Neal	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	President and COO
James A. Parke	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice Chairman & CF
Arthur H. Harper	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Executive Vice Pre
Edward D. Stewart	GE Capital Corporation 1600 Summer Street Stamford, CT 06927	Executive Vice Pre
Nancy E. Barton	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presid General Counsel &
Kathryn A. Cassidy	GE Capital Corporation 201 High Ridge Road Stamford, CT 06927	Senior Vice Presid Treasury & Global
James A. Colica	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presid Global Risk Manage
Richard D'Avino	GE Capital Corporation 777 Long Ridge Road Stamford, CT 06927	Senior Vice Presid
Richard L. Lewis	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Senior Vice Presid
David R. Nissen	GE Capital Corporation 1600 Summer Street Stamford, CT 06927	Senior Vice Presid Global Consumer Fi
Marc J. Saperstein	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presid Human Resources
Joan C. Amble	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice President and

Citizenship: U.S.A.

SCHEDULE 1
GENERAL ELECTRIC CAPITAL SERVICES, INC.
DIRECTORS

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NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPATI -----
Nancy E. Barton	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presid General Counsel an
James R. Bunt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President and
David L. Calhoun	GE Aircraft Engines 1 Neumann Way Cinchinnati, OH 45215	Chief Executive Of
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of t Executive Officer
Scott C. Donnelly	General Electrtric CR&D One Research Circle Niskayuna, NY 12309	Senior Vice Presid
Michael D. Fraizer	GE Financial Assurance 6604 W. Broad Street Richmond, VA 23230	President & CEO
Arthur H. Harper	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Executive Vice Pre
Benjamin W. Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presid General Counsel an
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman and CEO
Robert Jeffe	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presid Corporate Business
John H. Myers	GE Investment Corporation 3003 Summer Street, 7th Fl. Stamford, CT 06905	Chairman and Presi
Denis J. Nayden	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Chairman and CEO
Michael A. Neal	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	President and COO
James A. Parke	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice Chairman and
Ronald R. Pressman	Employers Reinsurance Corporation 5200 Metcalf	Chairman, Presiden

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Overland Park, KS 66204

Gary M. Reiner	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Sr. Vice President Chief Information
Gary L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman
John M. Samuels	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President & S Corporate Taxes
Keith S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presid & CFO
Edward D. Stewart	GE Capital Corporation 1600 Summer Street Stamford, CT 06927	Executive Vice Pre
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Chairman & CEO

Citizenship: U.S.A.

GENERAL ELECTRIC CAPITAL SERVICES, INC.

EXECUTIVE OFFICERS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPATI -----
Dennis D. Dammerman	GE Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman and Executive Officer
Denis J. Nayden	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Chairman and CEO
Michael D. Fraizer	GE Financial Assurance 6604 W. Broad Street Richmond, VA 23230	Executive Vice Pre
Arthur H. Harper	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Executive Vice Pre
Michael A. Neal	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	President and COO
James A. Parke	GE Capital Corporation	Vice Chairman & CF

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	260 Long Ridge Road Stamford, CT 06927	
Arthur H. Harper	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Executive Vice Pre
Edward D. Stewart	GE Capital Corporation 1600 Summer Street Stamford, CT 06927	Executive Vice Pre
Nancy E. Barton	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presid General Counsel &
Kathryn A. Cassidy	GE Capital Corporation 201 High Ridge Road Stamford, CT 06927	Senior Vice Presid Treasury & Global
James A. Colica.	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presid Global Risk Manage
Richard D'Avino	GE Capital Corporation 777 Long Ridge Road Stamford, CT 06927	Senior Vice Presid
Richard L. Lewis	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Senior Vice Presid
David R. Nissen	GE Capital Corporation 1600 Summer Street Stamford, CT 06927	Senior Vice Presid Global Consumer Fi
Marc J. Saperstein	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presid Human Resources
Joan C. Amble	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice President and

Citizenship: U.S.A.

SCHEDULE E GENERAL ELECTRIC COMPANY DIRECTORS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPATION -----
J.I. Cash, Jr.	Harvard Business School Morgan Hall	Professor of Busines Administration-Gradu

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	Soldiers Field Road Boston, MA 02163	School of Business Administration, Harv
S.S. Cathcart	222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045	Retired Chairman, Illinois Tool Works
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the Executive Officer. General Electric Com Chairman, General El Services, Inc.
P. Fresco	Fiat SpA Via Nizza 250 10126 Torino, Italy	Chairman of the Boar Fiat SpA
A.M. Fudge	4 Lowlyn Road Westport, CT 06880	Former Executive Vic President, Kraft Foo
C.X. Gonzalez	Kimberly-Clark de Mexico, S.A. de C.V. Jose Luis Lagrange 103, Tercero Piso Colonia Los Morales Mexico, D.F. 11501, Mexico	Chairman of the Boar Executive Officer, K Mexico, Sa.A. de C.V
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the Boar Executive Officer, General Electric Com
A. Jung	Avon Products 1345 Avenue of the Americas New York, NY 10105	Chairman and Chief E Avon Products, Inc.
K.G. Langone	Invmem Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, President Chief Executive Offi Invermed Associates,
R.B. Lazarus	Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316	Chairman and Chief Executive Officer
S.G. McNealy	Sun Microsystems, Inc. 901 San Antonio Road Palo Alto, CA 94303-4900	Chairman, President Chief Executive Offi Sun Microsystems, In
G.G. Michelson	Federated Department Stores 151 West 34th Street New York, NY 10001	Former Member of the Directors, Federated Department
S. Nunn	King & Spalding 191 Peachtree Stsreet, N.E. Atlanta, Georgia 30303	Partner, King & Spal
R.S. Penske	Penske Corporation 13400 Outer Drive, West Detroit, MI 48239-4001	Chairman of the Boar and President, Penski Corporation
F.H.T. Rhodes	Cornell University 3104 Snee Building	President Emeritus Cornell University

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Ithaca, NY 14853

G. L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the and Executive Office General Electric Com
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chairman of Board and CEO and Former Director, Champion International Corporation
D.A. Warner III	J.P. Morgan Chase & Co., The Chase Manhattan Bank and Morgan Guaranty Trust Co. of New York 345 Park Avenue New York, NY 10154	Retired Chairman of
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of the Executive Officer, General Electric Com Chairman & Chief Exe National Broadcastin

Citizenship

P. Fresco	Italy
C.X. Gonzalez	Mexico
A. Jung	Canada
All Others	U.S.A.

GENERAL ELECTRIC COMPANY

EXECUTIVE OFFICERS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPATION -----
J.R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the Board Executive Officer
P.D. Ameen	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President and C
J.R. Bunt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President and Treasurer
D.C. Calhoun	General Electric Company 1 Neumann Way Cincinnati, OH 05215	Senior Vice Presiden GE Aircraft Engines

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J.P. Campbell	General Electric Company Appliance Park Louisville, KY 40225	Vice President GE Appliances
W.J. Conaty	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Human Resources
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the Executive Officer. General Electric Com Chairman, General EL Services, Inc.
S.C. Donnelly	General Electric Company Once Research Circle Niskayuna 12309	Senior Vice President Corporate Research a Development
M.J. Espe	General Electric Company Nela Park Cleveland, OH 44112	Senior Vice President GE Lighting
Y. Fujimori	General Electric Company 1 Plastics Avenue Pittsfield, MA 01201	Senior Vice President GE Plastics
B.W. Heinemann, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President General Counsel and Secretary
J.M. Hogan	General Electric Company P.O. Box 414 Milwaukee, WI 53201	Senior Vice President GE Medical Systems
R.A. Jeffe	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Corporate Business Development
J. Krenicki, Jr.	General Electric Company 2901 East Lake Road Eire, PA 16531	Vice President GE Transportation Sy
R.W. Nelson	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President Corporate Financial Analysis
G.M. Reiner	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Chief Information Of
J.G. Rice	General Electric Company 4200 Wildwood Parkway Atlanta, GA 30339	Senior Vice President GE Power Systems
G. L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the and Executive Office
K.S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Finance and Chief Fi

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L.G. Trotter	General Electric Company 41 Woodford Avenue Plainville, CT 06062	Senior Vice President GE Industrial Systems
W. A. Woodburn	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President GE Speciality Materials
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of the Executive Officer, General Electric Company Chairman & Chief Executive National Broadcasting Company

SCHEDULE F NATIONAL BROADCASTING COMPANY HOLDING, INC. DIRECTORS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPATION -----
James I. Cash, Jr.	Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163	Professor of Administrative School of Business Administrative University
S.S. Cathcart	222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045	Retired Chairman Illinois Tool Works
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman And Executive General Electric Chairman, General Electric Services, Inc.
P. Fresco	Fiat SpA Via Nissa 250 10126 Torino, Italy	Chairman of Fiat SpA
Claudio Gonzalez	Kimberley-Clark de Mexico S.A. de C.V. Jose Luis Lagrange 103, Tercero Piso Colonia Los Morales Mexico, D.F. 11510, Mexico	Chairman of And Chief Executive Kimberley-Clark S.A. de C.V.
A. Jung	Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105	President and Executive Officer Avon Products

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S.G. McNealy	Sun Microsystems, Inc. 901 San Antonia Road Paolo Alto, CA 94303-4900	Chairman, President and Executive Officer of Sun Microsystems, Inc.
G.G. Michelson	Federated Department Stores 151 West 34th Street New York, NY 10001	Former Member of the Board of Directors of Department Stores, Inc.
S. Nunn	King & Spalding 191 Peachtree Street, N.E. Atlanta, Georgia 30303	Partner, King & Spalding
R.S. Penske	Penske Corporation 13400 Outer Drive, West Detroit, MI 48239-4001	Chairman of the Board And President of Penske Corporation
F.H.T. Rhodes	Cornell University 3104 Snee Building Ithaca, NY 14853	President Emeritus of Cornell University
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chairman of the Board and CEO of Champion International Corporation
D.A. Warner III	J.P. Morgan Chase & Co. 270 Park Avenue New York, NY 10017-2070	Chairman of the Board The Chase Manhattan Morgan Guaranty New York

Citizenship:

P. Fresco	Italy
Andrea Jung	Canada
All Others	U.S.A.

NATIONAL BROADCASTING COMPANY HOLDING, INC.

EXECUTIVE OFFICERS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPATION -----
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Chairman, Chief Executive Officer
Andrew Lack	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	President, Chief Operating Officer

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Mark Vachon	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice President, Treasurer
Brian O'Leary	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Assistant Treas
Benjamin Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Secretary
Eliza Fraser	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Assistant Secre
Elizabeth Newell	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Assistant Secre