

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).

CUSIP NO. 92047K107 SCHEDULE 13D/A Page 2

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|---|------------------------|
| 7 | SOLE VOTING POWER |
| | -0- |
| 8 | SHARED VOTING POWER |
| | 16,013,918 |
| 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!

CUSIP NO. 92047K107 SCHEDULE 13D/A Page 3

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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!

CUSIP NO. 92047K107 SCHEDULE 13D/A Page 4

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) []
(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

New York

| | | |
|--|----|--|
| 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 -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!

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) []
(b) [X]

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!

CUSIP NO. 92047K107 SCHEDULE 13D/A Page 6

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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SCHEDULE 13D/A

Page 7

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 ----- 8 ----- 9 ----- 10 | SOLE VOTING POWER Disclaimed (see 11 below) ----- SHARED VOTING POWER -0- ----- SOLE DISPOSITIVE POWER Disclaimed (see 11 below) ----- 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 |

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

Citizenship:

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

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SCHEDULE B
NATIONAL BROADCASTING COMPANY, INC.
DIRECTORS

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

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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 Officer General Electric |
| A.C. Sigler | Champion International Corporation 1 Champion Plaza Stamford, CT 06921 | Retired Chairman Board and CEO and former Director Champion International |
| D.A. Warner III | J. P. Morgan Chase & Co., 270 Park Avenue New York, NY 10017-2070 | Chairman of the Board The Chase Manhattan Guaranty Trust Company |
| R. C. Wright | National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112 | Vice Chairman of and Executive Officer General Electric Chairman and Chief Executive Officer Broadcasting Company |

Citizenship

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

NATIONAL BROADCASTING COMPANY, INC

EXECUTIVE OFFICERS

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

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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 |
|-----------|---|-------------------|

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

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 President General Counsel and |
| James R. Bunt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice President and |
| David L. Calhoun | GE Aircraft Engines 1 Neumann Way Cincinnati, OH 45215 | Chief Executive Officer |
| Dennis D. Dammerman | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman of the Board Executive Officer |
| Scott C. Donnelly | General Electric CR&D One Research Circle Niskayuna, NY 12309 | Senior Vice President |
| 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 President |
| Benjamin W. Heineman, Jr. | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President General Counsel and |
| 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 President Corporate Business |
| John H. Myers | GE Investment Corporation 3003 Summer Street, 7th Fl. Stamford, CT 06905 | Chairman and President |
| 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, President |

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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 | Invemed 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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| | | |
|------------------|--|--|
| 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 System |
| W. A. Woodburn | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice President GE Speciality Materi |
| 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 |

SCHEDULE F
NATIONAL BROADCASTING COMPANY HOLDING, INC.
DIRECTORS

| NAME ----- | PRESENT BUSINESS ADDRESS ----- | PRINCIPAL OCC ----- |
|--------------------|---|---|
| James I. Cash, Jr. | Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163 | Professor of Administrati School of Bu Administrati University |
| S.S. Cathcart | 222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045 | Retired Chai Illinois Too |
| D.D. Dammerman | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairma And Executiv General Elec Chairman, General Elec Services, In |
| 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 Ex Kimberley-Cl S.A. de C.V. |
| A. Jung | Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105 | President an Executive Of Avon Product |

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| | | |
|-----------------|--|--|
| S.G. McNealy | Sun Microsystems, Inc. 901 San Antonia Road Paolo Alto, CA 94303-4900 | Chairman, Pr Executive Of Sun Microsys |
| G.G. Michelson | Federated Department Stores 151 West 34th Street New York, NY 10001 | Former Membe Board of Dir Department S |
| S. Nunn | King & Spalding 191 Peachtree Street, N.E. Atlanta, Georgia 30303 | Partner, Kin |
| R.S. Penske | Penske Corporation 13400 Outer Drive, West Detroit, MI 48239-4001 | Chairman of And Presiden Corporation |
| F.H.T. Rhodes | Cornell University 3104 Snee Building Ithaca, NY 14853 | President Em Cornell Univ |
| A.C. Sigler | Champion International Corporation 1 Champion Plaza Stamford, CT 06921 | Retired Chai and CEO and Champion Int Corporation |
| D.A. Warner III | J.P. Morgan Chase & Co. 270 Park Avenue New York, NY 10017-2070 | Chairman of The Chase Ma Morgan Guara 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 OCCUP ----- |
|------------------|---|------------------------------------|
| Robert C. Wright | National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112 | Chairman, Chief Executive Offic |
| Andrew Lack | National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112 | President, Chie Operating Offic |

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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 |