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VALUEVISION MEDIA INC

Form SC 13D/A

February 18, 2003

UNITED STATES
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. 5)

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, 2002

(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

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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 Act (however, see the Notes).

CUSIP No. 92047K107

13D/A

Page 2

1. NAME OR 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) ☒

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 BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☒

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

38.6%

14. TYPE OF REPORTING PERSON

CO

*See Instructions Before Filling Out!

CUSIP No. 92047K107

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Page 3

1. NAME OR 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) ☒

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

8,198,485

10. SHARED DISPOSITIVE POWER

16,013,918

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,212,403

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☒ |x|

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

48.7%

14. TYPE OF REPORTING PERSON

CO

*See Instructions Before Filling Out!

CUSIP No. 92047K107

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1. NAME OR REPORTING PERSON

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

GENERAL ELECTRIC CAPITAL CORPORATION
13-1500700

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

7. SOLE VOTING POWER

-0-

8. SHARED VOTING POWER

16,013,918

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WITH

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 BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☒

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

38.6%

14. TYPE OF REPORTING PERSON

CO

*See Instructions Before Filling Out!

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1. NAME OR 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) ☒

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

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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 BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☐

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

Not applicable (see 11 above)

14. TYPE OF REPORTING PERSON

CO

*See Instructions Before Filling Out!

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1. NAME OR 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) ☒

3. SEC USE ONLY

4. SOURCE OF FUNDS:

Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

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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 BOX 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)

14. TYPE OF REPORTING PERSON

CO

*See Instructions Before Filling Out!

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1. NAME OR 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 |

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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

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 BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☒

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

Not Applicable (see 11 above)

14. TYPE OF REPORTING PERSON

CO

*See Instructions Before Filling Out!

This Amendment No. 5 (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, Amendment No. 3 filed on November 29, 2000 and Amendment No. 4 filed on March 15, 2002 (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

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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:

On November 11, 2002, pursuant to the Distribution Agreement, the Company issued to NBC Performance Warrants to purchase up to 36,858 shares of Common Stock at a purchase price of \$15.74 per share (the "New Performance Warrants"). 7,373 New Performance Warrants will become exercisable on November 16, 2003, 7,373 New Performance Warrants will become exercisable on November 16, 2004, 7,373 New Performance Warrants will become exercisable on November 16, 2005, 7,373 New Performance Warrants will become exercisable on November 16, 2006, and 7,373 New Performance Warrants will become exercisable on November 16, 2007. Each New Performance Warrant is exercisable for a period of five years after it initially becomes exercisable.

On November 16, 2002, Branding Warrants for the remaining 2,000,000 shares of Common Stock became exercisable.

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 6,000,000 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 36,858 shares of Common Stock subject to the New Performance Warrants which are not yet exercisable). According to the Company's Form 10-Q filed on December 16, 2002, as of December 11, 2001, the Company had 36,148,550 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 48.7% 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 6,000,000 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 36,858 shares of Common Stock subject to the New Performance Warrants which 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 38.6% of the outstanding shares of Common Stock, assuming the issuance of

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5,339,500 shares of Common Stock upon conversion of the Preferred Shares.

SIGNATURES

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: February 14, 2003

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

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SCHEDULE A GE CAPITAL EQUITY INVESTMENTS, INC. DIRECTORS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL OCCUPATION
John L. Flannery	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	President, Chairman of the Bo

Mr. Flannery is a U.S. citizen.

GE CAPITAL EQUITY INVESTMENTS, INC. EXECUTIVE OFFICERS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL OCCUPATION
John L. Flannery, Jr.	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	President
Jonathan K. Sprole	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Managing Director, General Co and Secretary
Daniel Janki	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Managing Director, Treasurer
Stephen S. Charles	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Managing Director, Risk
Michael Fisher	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Managing Director
William Bradley	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Vice President, Controller
Ian Sharpe	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Vice President - Taxes

Citizenship:

U.S.A.

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SCHEDULE B
NATIONAL BROADCASTING COMPANY, INC.
DIRECTORS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL OCCUPATION
J.I. Cash, Jr.	Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163	Professor of Business Administration-Graduate School of Business Administration, Harvard Univer
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the Board and Executive Officer. General Electric Company; Chairman, General Electric Ca Services, Inc.
A.M. Fudge	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Former Executive Vice President, Kraft Foods, Inc.
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the Board and Chi Executive Officer, General Electric Company
A. Jung	Avon Products 1345 Avenue of the Americas New York, NY 10105	Chairman and Chief Executive Avon Products, Inc.
A.G. Lafley	The Procter and Gamble Company 1 Procter & Gamble Plaza Cincinnati, OH 45202-3315	Chairman of the Board, Presid Chief Executive The Procter & Gamble Company
K.G. Langone	Invermed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, President and Chief Executive Officer, Invermed Associates, Inc.
R.S. Larsen	Johnson & Johnson 100 Albany Street Suite 200 New Brunswick, NJ 08901	Former Chairman and Chief Exe Officer
R.B. Lazarus	Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316	Chairman and Chief Executive Officer
S. Nunn	King & Spalding 191 Peachtree Stsreet, N.E. Atlanta, Georgia 30303	Partner, King & Spalding
R.S. Penske	Penske Corporation 2555 Telegraph Road Bloomfield Hills, MI 28302-0954	Chairman of the Board and President, Penski Corporation
G. L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the Board and Executive Officer, General Electric Company

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A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chairman of the Board and CEO and Former Director, Champion International Corporation
R.J. Swieringa	S.C. Johnson Graduate School Cornell University 207 Sage Hall Ithaca, NY 14853-6201	Anne and Elmer Lindseth Dean Professor of Accounting
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	Former Chairman of the Board
R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of the Board and Executive Officer, General Electric Company; Chairman & Chief Executive Of National Broadcasting Company
Citizenship -----		
A. 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 and Chief Executive Officer, General Electric Company
R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of the Board and Executive Officer, General Electric Company; Chairman and Chief Executive Officer, National Broadcasting Company, Inc.
1		
M. Vachon	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 New York, NY 10112	Executive Vice President

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R.B. Burgess	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
R. Cotton	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
D. Ebersol	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
J. W. Eck	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
R. A. Falco	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
B. W. Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President - General Counsel and Secretary General Electric Company
J. W. Ireland III	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
S. Sassa	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
N. Shapiro	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
P. Thomas-Graham	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
L. Tu	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
E. Whelley	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
D. Zaslav	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
J. Zucker	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President

Citizenship: U.S.A.

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SCHEDULE C
GENERAL ELECTRIC CAPITAL CORPORATION
DIRECTORS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL OCCUPATIO
David L. Calhoun	GE Aircraft Engines 1 Neumann Way Cinchinnati, OH 45215	Chief Executive Off
James A. Colica	GE Capital Corporation 360 Long Ridge Road Stamford, CT 06927	Senior Vice Preside
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of th Officer
Michael D. Fraizer	GE Insurance 6604 W. Broad Street Richmond, VA 23230	President
Arthur H. Harper	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	President, GE Equip
Benjamin W. Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Preside 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 Preside Corporate Business
John H. Myers	GE Investment Corporation 3003 Summer Street, 7th Fl. Stamford, CT 06905	Chairman and Presid
Michael A. Neal	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	President, GE Comme
James A. Parke	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice Chairman and C
Ronald R. Pressman	Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204	Chairman, President
John M. Samuels	General Electric Company 3135 Easton Turnpike	Vice President & Se Corporate Taxes

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Fairfield, CT 06431

Keith S. Sherin

General Electric Company
3135 Easton Turnpike
Fairfield, CT 06431

Senior Vice President
& CFO

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 OCCUPATION
Michael D. Fraizer	GE Insurance 6604 W. Broad Street Richmond, VA 23230	President
Michael A. Neal	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	President, GE Commercial
Arthur H. Harper	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	President, GE Equipment
James A. Parke	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice Chairman & CFO
David R. Nissen	GE Capital Corporation 1600 Summer Street Stamford, CT 06927	President, Consumer Finance
Ronald R. Pressman	Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204	Chairman, President & CEO
Kathryn A. Cassidy	GE Capital Corporation 201 High Ridge Road Stamford, CT 06927	Senior Vice President Corp. Treasury & Global
James A. Colica	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Senior Vice President, Management
Richard D'Avino	GE Capital Corporation 777 Long Ridge Road	Senior Vice President, Technology

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	Stamford, CT 06927	
Robert L. Lewis	GE Capital Corporation 120 Long Ridge Road Stamford, CT 06927	Senior Vice President
Brian T. McAnaney	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice President, General Secretary
Joan C. Amble	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice President and Cont
Citizenship: U.S.A.		

SCHEDULE D GENERAL ELECTRIC CAPITAL SERVICES, INC. DIRECTORS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL OCCUPATION
David L. Calhoun	GE Aircraft Engines 1 Neumann Way Cincinnati, OH 45215	Chief Executive Offi
James A. Colica	GE Capital Corporation 360 Long Ridge Road Stamford, CT 06927	Senior Vice Presiden
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the Officer
Michael D. Fraizer	GE Insurance 6604 W. Broad Street Richmond, VA 23230	President
Arthur H. Harper	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	President, GE Equipm
Benjamin W. Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presiden General Counsel and
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman and CEO
Robert Jeffe	General Electric Company	Senior Vice Presiden

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	3135 Easton Turnpike Fairfield, CT 06431	Corporate Business D
John H. Myers	GE Investment Corporation 3003 Summer Street, 7th Fl. Stamford, CT 06905	Chairman and Preside
Michael A. Neal	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	President, GE Commer
James A. Parke	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice Chairman and CF
Ronald R. Pressman	Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204	Chairman, President
John M. Samuels	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President & Sen Corporate Taxes
Keith S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presiden & CFO
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Chairman & CEO
Gary M. Reiner	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Sr. Vice President & Chief Information Of
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 & Sen Corporate Taxes
Keith S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presiden & CFO
Edward D. Stewart	GE Capital Corporation 1600 Summer Street Stamford, CT 06927	Executive Vice Presi
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Chairman & CEO
Citizenship: U.S.A.		

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GENERAL ELECTRIC CAPITAL SERVICES, INC.

EXECUTIVE OFFICERS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL OCCUPATION
Michael D. Fraizer	GE Insurance 6604 W. Broad Street Richmond, VA 23230	President
Michael A. Neal	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	President, GE Commercial
Arthur H. Harper	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	President, GE Equipment
James A. Parke	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice Chairman & CFO
David R. Nissen	GE Capital Corporation 1600 Summer Street Stamford, CT 06927	President, Consumer Finance
Ronald R. Pressman	Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204	Chairman, President & CEO
Kathryn A. Cassidy	GE Capital Corporation 201 High Ridge Road Stamford, CT 06927	Senior Vice President Corp. Treasury & Global
James A. Colica	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Senior Vice President, Management
Richard D'Avino	GE Capital Corporation 777 Long Ridge Road Stamford, CT 06927	Senior Vice President,
Brian T. McAnaney	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice President, General Secretary
Joan C. Amble	GE Capital Corporation 260 Long Ridge Road Stamford, CT 06927	Vice President and Controller
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

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Joan C. Amble

GE Capital Corporation
260 Long Ridge Road
Stamford, CT 06927

Vice President and Con

Citizenship: U.S.A.

SCHEDULE E GENERAL ELECTRIC COMPANY DIRECTORS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL OCC
J.I. Cash, Jr.	Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163	Professor of Administratio School of Bus Administratio
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman Officer, Gene Chairman, Gen Services, Inc
A.M. Fudge	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Former Execut President, Kr
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 t Officer, Kimb C.V.
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of t Officer, Gene
A. Jung	Avon Products 1345 Avenue of the Americas New York, NY 10105	Chairman and Products, Inc
A.G. Lafley	The Proctor & Gamble Company 1 Proctor & Gamble Plaza Cincinnati, OH 45202-3315	Chairman of t Chief Executi Gamble Compan
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, Pre Chief Executi Invermed Asso
R.S. Larsen	Johnson & Johnson 100 Albany Street Suite 200 New Brunswick, NJ 08901	Former Chairm

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R.B. Lazarus	Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316	Chairman and Executive Off
S. Nunn	King & Spalding 191 Peachtree Stsreet, N.E. Atlanta, Georgia 30303	Partner, King
R.S. Penske	Penske Corporation 2555 Telegraph Road Bloomfield Hills, MI 28302-0954	Chairman of t and President Penski Corpor
G. L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman Officer, Gene
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chair Board and CEO Former Direct Champion Inte Corporation
R.J. Swieringa	S.C. Johnson Graduate School Cornell University 207 Sage Hall Ithaca, NY 14853-6201	Anne and Elme Professor of
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 Chair Board
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman Officer, Gene Chairman & Ch National Broa
Citizenship:		
C.X. Gonzalez	Mexico	
A. Jung	Canada	
All Others	U.S.A.	

GENERAL ELECTRIC COMPANY EXECUTIVE OFFICERS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL OCCUPATIO
J.R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the Boa Officer

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P.D. Ameen	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President and
C.T. Begley	General Electric Company 2901 East Lake Road Erie, PA 16531	Vice President GE
D.L. Calhoun	General Electric Company 1 Neumann Way Cincinnati, OH 05215	Senior Vice President GE Aircraft Engines
J.P. Campbell	General Electric Company Appliance Park Louisville, KY 40225	Senior Vice President GE Consumer Product
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 Officer. General Electric Co Chairman, General E Services, Inc.
S.C. Donnelly	General Electric Company One Research Circle Niskayuna 12309	Senior Vice President Corporate Research Development
M.D. Fraizer	General Electric Company 6620 W. Broad Street Richmond, VA 23230	Senior Vice President GE Insurance
Y. Fujimori	General Electric Company 21 Mita 1-chome Meguro-ku 3rd Floor Alto Tokyo, Japan 153-0062	Senior Vice President GE Asia
A.H. Harper	General Electric Company 260 Long Ridge Road Stamford, CT 06927	Senior Vice President GE Equipment Manage
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 1 Plastics Avenue Pittsfield, MA 01201	Senior Vice President GE Plastics
M.A. Neal	General Electric Company 260 Long Ridge Road	Senior Vice President GE Commercial Finan

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	Stamford, CT 06927	
D.R. Nissen	General Electric Company 201 High Ridge Road Stamford, CT 06905-3417	Senior Vice President GE Consumer Finance
J.A. Park	General Electric Company 260 Long Ridge Road Stamford, CT 06927	Senior Vice President General Electric Co GE Capital Corporat
R.R. Pressman	General Electric Company 5200 Metcalf Avenue Overland Park, KS 66201	Senior Vice President Employers Reinsuran
G.M. Reiner	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Chief Information O
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 th Officer
K.S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Finance and Chief F
L.G. Trotter	General Electric Company 41 Woodford Avenue Plainville, CT 06062	Senior Vice President GE Industrial Syste
W. A. Woodburn	General Electric Company 187 Danbury Road Wilton, CT 06897	Senior Vice President GE Speciality Mater
R.C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of th Officer, General Electric Co Chairman & Chief Ex National Broadcasti
Citizenship: Yoshiaki Fujimori All Others	Japan U.S.A.	

SCHEDULE F NATIONAL BROADCASTING COMPANY HOLDING, INC. DIRECTORS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL OCC
J.I. Cash, Jr.	Harvard Business School	Professor of

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	Morgan Hall Soldiers Field Road Boston, MA 02163	Administratio School of Bus Administratio
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman Officer. General Elect Chairman, Gen Services, Inc
A.M. Fudge	General Electric Company 3135 Easton Turnpike Fairfield, CT 06828	Former Execut President, Kr
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of t Officer, General Elect
A. Jung	Avon Products 1345 Avenue of the Americas New York, NY 10105	Chairman and Products, Inc
A.G. Lafley	The Procter and Gamble Company 1 Procter & Gamble Plaza Cincinnati, OH 45202-3315	Chairman of t Executive The Procter &
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, Pre Chief Executi Invermed ASSO
R.S. Larsen	Johnson & Johnson 100 Albany Street Suite 200 New Brunswick, NJ 08901	Former Chairm
R.B. Lazarus	Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316	Chairman and Executive Off
S. Nunn	King & Spalding 191 Peachtree Stsreet, N.E. Atlanta, Georgia 30303	Partner, King
R.S. Penske	Penske Corporation 2555 Telegraph Road Bloomfield Hills, MI 48302-0954	Chairman of t and President Penski Corpor
G. L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman and Executive General Elect
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chair Board and CEO Former Direct Champion Inte Corporation
R.J. Swieringa	S.C. Johnson Graduate School Cornell University 207 Sage Hall Ithaca, NY 14853-6201	Anne and Elme of Accounting

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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	Former Chairman Board
R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman Officer, General Elect Chairman National
Citizenship		
A. Jung	Canada	
All Others	U.S.A.	

NATIONAL BROADCASTING COMPANY HOLDING, INC.

EXECUTIVE OFFICERS

NAME	PRESENT BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Chairman, Chief Executive Officer
Mark Vachon	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice President, Treasurer
Brian OLeary	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Assistant Treasurer
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 Secretary
Elizabeth Newell	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Assistant Secretary

