

Edgar Filing: TELESCAN INC - Form SC 13D/A

TELESCAN INC  
Form SC 13D/A  
May 11, 2001

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

-----  
SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 3)

Telescan, Inc.

-----  
(Name of Issuer)

Common Stock, \$.01 Par Value

879516102

-----  
(Title of Class of Securities)

(CUSIP Number)

Nancy E. Barton, Esq., General Electric Capital Corporation, 260 Long  
Ridge Road, Stamford, Connecticut 06927 (203) 357-4000

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

May 3, 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 .

CUSIP NO. 879516102

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

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

GE CAPITAL EQUITY INVESTMENTS, INC.

06-1268495

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

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

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

-0-

NUMBER OF SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 2,338,848

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1,165,674

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,338,848

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

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

14.3%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 879516102

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (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\*

NOT APPLICABLE

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

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-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
DELAWARE  
-----

7 SOLE VOTING POWER  
-0-  
-----  
NUMBER OF SHARES 8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,338,848  
WITH 9 SOLE DISPOSITIVE POWER  
-0-  
-----  
10 SHARED DISPOSITIVE POWER  
1,173,174  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
2,338,848  
-----

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
14.3%  
-----

14 TYPE OF REPORTING PERSON\*  
  
CO  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 879516102 SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
NBC-TSCN HOLDING, INC. 13-4145308  
-----

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 ITEM 2(d) or 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

-0-

NUMBER OF SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 2,338,848

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

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

14.3%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 879516102

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

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

NATIONAL BROADCASTING COMPANY HOLDING, INC.

13-3448662

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 ITEM 2(d) or 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

DISCLAIMED (SEE 11 BELOW)

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

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!

CUSIP NO. 879516102

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

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

GENERAL ELECTRIC CAPITAL CORPORATION

13-1500700

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 ITEM 2(d) or 2(e)

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-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
NEW YORK  
-----

7 SOLE VOTING POWER  
-0-  
-----  
NUMBER OF SHARES 8 SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 2,338,848  
-----  
9 SOLE DISPOSITIVE POWER  
-0-  
-----  
10 SHARED DISPOSITIVE POWER  
1,165,674  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
2,338,848  
-----

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
14.3%  
-----

14 TYPE OF REPORTING PERSON\*  
  
CO  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 879516102 SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (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 ITEM 2(d) or 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

DISCLAIMED (SEE 11 BELOW)

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

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

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!

CUSIP NO. 879516102

SCHEDULE 13D/A

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (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

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NEW YORK

7 SOLE VOTING POWER  
DISCLAIMED (SEE 11 BELOW)

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

8 SHARED VOTING POWER

-0-

EACH  
REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER

DISCLAIMED (SEE 11 BELOW)

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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\*

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!

AMENDMENT NO. 3

TO

SCHEDULE 13D

This Amendment No.3 (this "Amendment") amends the Schedule 13D filed on January 25, 1999, as amended by Amendment No.1 filed on July 25, 1999 and Amendment No. 2 filed on August 17, 1999 (as so amended, the "Schedule 13D"), which relates to shares of common stock, par value \$0.01 per share, of Telescan, Inc., a Delaware corporation. Capitalized terms used herein but not defined shall have the meanings attributed to them in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND.



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Item 2 of Schedule 13D is hereby amended and supplemented by deleting the first, second and third paragraphs of Item 2 of Schedule 13D and replacing them with the following:

This statement is filed by GE Capital Equity Investments, Inc. ("GECEI"), for and on behalf of itself, National Broadcasting Company, Inc. ("NBC"), General Electric Capital Corporation ("GE Capital"), General Electric Capital Services, Inc. ("GECS") and General Electric Company ("GE"), National Broadcasting Company Holding, Inc. ("NBCH") and NBC-TSCN Holding, Inc. ("NBC-TSCN"). GECEI is a wholly-owned subsidiary of GE Capital; GE Capital is a subsidiary of GECS; NBC is a wholly-owned subsidiary of NBCH; NBC-TSCN is a wholly-owned subsidiary of NBC; and GECS and NBCH are a wholly-owned subsidiaries of GE. GECEI, NBC, GE Capital, GECS, GE, NBCH and NBC-TSCN are referred to herein collectively as the "Reporting Persons". An agreement among the Reporting Persons with respect to the filing of this statement is attached hereto as Exhibit 2.

GECEI is a Delaware corporation with its principal executive offices located at 120 Long Ridge Road, Stamford, Connecticut 06927. The principal business activities of GECEI are the making, managing and disposing of investments in private and public companies. NBC is a Delaware corporation with its principal executive offices located at 30 Rockefeller Plaza, New York, New York 10112. The principal business activities of NBC are the operation of television and cable broadcast networks and television stations and the provision of related media and Internet services. GE Capital is a New York corporation with its principal executive offices located at 260 Long Ridge Road, Stamford, Connecticut 06927. GE Capital, together with its affiliates, operates primarily in the financing industry and, to a lesser degree, in the life insurance and property/casualty insurance industries. GECS is a Delaware corporation with its principal executive offices located at 260 Long Ridge Road, Stamford, Connecticut 06927. GECS is a holding company which owns all the common stock of GE Capital and other subsidiaries. GE is a New York corporation with its principal executive offices located at 3135 Easton Turnpike, Fairfield, Connecticut 06431. GE engages in providing a wide variety of industrial, commercial and consumer products and services. NBCH is a Delaware corporation with its principal executive offices located at 30 Rockefeller Plaza, New York, New York 10112. NBCH is a holding company that owns all the common stock of NBC. NBC-TSCN is a Delaware corporation with its principal executive offices located at 30 Rockefeller Plaza, New York, New York 10112. NBC-TSCN is a holding company whose principal business is holding the securities of the Company.

The name, business address, present principal occupation or employment, and citizenship of each director and executive officer of GECEI, NBC, GE Capital, GECS, GE, NBCH and NBC-TSCN are forth on Schedules A, B, C, D, E, E1 and E2 attached hereto, respectively.

Item 2 of Schedule 13D is hereby further amended and supplemented by replacing Schedules A, B, C, D and E with the attached revised Schedules A, B, C, D, and E and new Schedules E1 and E2 which set forth the name, business address, present principal occupation or employment and citizenship of each director and executive officer of GECEI, NBC, GE Capital, GECS, GE, NBCH and NBC-TSCN, respectively.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

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

On June 23, 2000, Elisabeth Y. Sami ("Sami") was elected to the

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Company's Board of Directors. In connection therewith, Sami entered into an agreement with NBC, dated as of June 23, 2000 (the "Nominee Agreement") whereby Sami agreed to hold as a nominee of NBC all current and future stock options granted by the Company to Sami in her capacity as a non-employee board member of the Company. Pursuant to the Nominee Agreement, Sami agreed to act upon the instructions of NBC with regard to such options. As of the date of this Amendment No. 3, Sami has been issued options to purchase up to 7,500 shares of the Company's Common Stock, all of which are vested and none of which have been exercised.

### ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of Schedule 13D is hereby amended and supplemented by adding the following paragraph immediately before the last paragraph of Item 4:

As further described in Item 6 below, NBC-TSCN and GECEI have entered into the

Voting Agreement in connection with the ZiaSun Merger. The description of the Voting Agreement contained in this Schedule 13D is qualified in its entirety by reference to the Voting Agreement (attached hereto as Exhibit 5), which is expressly incorporated herein by reference.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of Schedule 13D is hereby amended and supplemented by replacing Item 5(a) with the following:

(a) The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Amendment are incorporated herein by reference. As of May 3, 2001, GECEI, GE Capital, NBC and NBC-TSCN beneficially owned in the aggregate 2,331,348 shares of common Stock of the Company, representing approximately 14.3% of the outstanding shares of Common Stock (based on 16,296,026 shares outstanding of the Company as reported in the Merger Agreement dated as of May 3, 2001 and in the Company's Form 10K for the year ended December 31, 2000).

The percentage of the Company's Common Stock owned by the Reporting Persons includes options to purchase up to 7,500 shares of the Company's Common Stock held by Sami as the nominee for NBC pursuant to the Nominee Agreement discussed above in Item 3.

Except as disclosed in this Item 5(a), none of the Reporting Persons, nor, to the best of their knowledge, any of their directors or executive officers, beneficially owns any shares of Common Stock of the Company.

Item 5 of Schedule 13D is hereby further amended and supplemented by replacing Item 5(b) with the following:

(b) The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this statement on Schedule 13D and (ii) Item 5(a) hereof are incorporated herein by reference. As further described in Item 6, (X) GECEI and NBC have entered into an arrangement with respect to the voting and disposition of the Common Stock acquired under the Purchase Agreement and (Y) NBC-TSCN and GECEI have entered into a voting agreement with respect to the voting of the Common Stock in connection with the ZiaSun Merger.

Except as disclosed in this Item 5(b), none of the Reporting

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Persons, nor to the best of their knowledge, any of their directors or executive officers, presently has the power to vote or to direct the vote or to dispose or direct the disposition of any of the shares of Common Stock of the Company which they may be deemed to beneficially own.

Item 5(e) of Schedule 13D is hereby further amended and supplemented by replacing Item 5(e) with the following:

(e) Not applicable.

Neither the filing of this Schedule 13D or any amendment thereto, nor anything contained herein is intended as, or should be construed as, an admission that GECS, GE or NBCH is the "beneficial owner" of any shares of Common Stock.

### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE COMPANY.

Item 6 of Schedule 13D is hereby amended and supplemented by replacing the first sentence with the following:

The responses to Item 3, 4 and 5 are incorporated herein by reference.

Item 6 of Schedule 13D is hereby further amended and supplemented by adding the following paragraph immediately before the last paragraph of Item 6:

ZiaSun Technologies, Inc. ("ZiaSun"), NBC-TSCN and GECEI entered into a voting agreement, dated as of May 3, 2001 (the "Voting Agreement"), pursuant to which NBC-TSCN and GECEI agreed to vote all of their shares of Common Stock in the Company in favor of the business combination between the Company and ZiaSun Technologies, Inc. (the "ZiaSun Merger"), the execution and delivery by the Company of the Agreement and Plan of Merger, dated as of May 3, 2001, between ZiaSun and the Company (the "Merger Agreement") and the approval of the terms thereof and each of the other transactions contemplated by the Merger Agreement.

The information set forth in response to this Item 6 is qualified in its entirety by reference to the Voting Agreement (attached hereto as Exhibit 5), which is expressly incorporated herein by reference.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 of Schedule 13D is hereby amended and supplemented by replacing Exhibit 2 attached thereto with Exhibit 2 attached hereto and by adding the following additional exhibits:

- Exhibit 2 Joint Filing Agreement dated as of May 10, 2001 by and among the Reporting Persons.
- Exhibit 5 Voting Agreement, dated as of May 3, 2001, between ZiaSun Technologies, Inc., NBC-TSCN Holding, Inc. and GE Capital Equity Investments, Inc.
- Exhibit 6 Power of Attorney appointing Barbara J. Gould as agent and attorney-in-fact for General Electric Company.
- Exhibit 7 Power of Attorney appointing Barbara J. Gould as agent and attorney-in-fact for General Electric Capital services, Inc.

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SIGNATURES

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

GENERAL ELECTRIC COMPANY

Dated: May 11, 2001

By: /s/ Barbara J. Gould

-----  
Name: Barbara J. Gould  
Title: Attorney-in-Fact

GE CAPITAL EQUITY INVESTMENTS, INC.

By: /s/ Barbara J. Gould

-----  
Name: Barbara J. Gould  
Title: Managing Director and  
Associate General Counsel

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Barbara J. Gould

-----  
Name: Barbara J. Gould  
Title: Department Operations Manager

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Barbara J. Gould

-----  
Name: Barbara J. Gould  
Title: Attorney-in-Fact

NATIONAL BROADCASTING COMPANY, INC.

By: /s/ Mark Begor

-----  
Name: Mark Begor  
Title: Executive Vice President

NATIONAL BROADCASTING COMPANY HOLDING, INC.

By: /s/ Mark Begor

-----  
Name: Mark Begor  
Title: Vice President

NBC-TSN HOLDING, INC.

By: /s/ Mark Begor

-----  
Name: Mark Begor  
Title: Vice President

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SCHEDULE A TO SCHEDULE 13D

Filed by GE Capital Equity Investments, Inc.  
 GE Capital Equity Investments, Inc.  
 Directors and Executive Officers

| NAME<br>-----      | PRESENT<br>BUSINESS<br>ADDRESS<br>-----   | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>-----                  |
|--------------------|---|--|
| Director           |   |  |
| Joseph E. Parsons  | GE Capital Equity Investments, Inc.<br>120 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | President, Chairman of the B                                 |
| Officers           |   |  |
| Joseph E. Parsons  | GE Capital Equity Investments, Inc.<br>120 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | President, Chairman of the B                                 |
| Jonathan K. Sprole | GE Capital Equity Investments, Inc.<br>120 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Managing Director, General C<br>Secretary                    |
| David Janki        | GE Capital Equity Investments, Inc.<br>120 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Chief Financial Officer                                      |
| Mario Mastrantoni  | GE Capital Equity Investments, Inc.<br>120 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Vice President - Controller                                  |
| Barbara J. Gould   | GE Capital Equity Investments, Inc.<br>120 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Managing Director, Associate<br>Counsel and Assistant Secret |
| Peter J. Muniz     | GE Capital Equity Investments, Inc.<br>120 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Senior Vice President, Assoc<br>Counsel and Assistant Secret |
| Ian Sharpe         | GE Capital Equity Investments, Inc.<br>120 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Vice President - Taxes                                       |

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## SCHEDULE B TO SCHEDULE 13D

Filed by National Broadcasting Company, Inc.  
National Broadcasting Company, Inc.  
Directors and Executive Officers

| Name            | Present Address   | Present Principal Occupation   |
|-----------------|---|--|
| <br>Directors   |   |  |
| S. S. Cathcart  | 222 Wisconsin Avenue<br>Suite 103<br>Lake Forest, IL 60045                | Retired Chairman, Illinois<br>Tool Works   |
| D. D. Dammerman | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431   | Vice Chairman of the Board and<br>Executive Officer, General Electric<br>Company; Chairman, General Electric<br>Services, Inc. |
| P. Fresco       | Fiat SpA<br>via Nizza<br>10126 Torino, Italy                              | Chairman of the Board, Fiat SpA;   |
| A. M. Fudge     | Kraft Foods, Inc.<br>555 South Broadway<br>Tarrytown, NY 10591            | Former Executive Vice President,<br>Kraft Foods, Inc.  |
| J. R. Immelt    | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431   | President, General Electric Company  |
| A. Jung         | Avon Products, Inc<br>1345 Avenue of the Americas<br>New York, NY 10105   | President and Chief<br>Executive Officer, Avon<br>Products, Inc.   |
| K. G. Langone   | Invemed Associates, Inc.<br>375 Park Avenue<br>New York, NY 10152         | Chairman, President and<br>Chief Executive Officer,<br>Invemed Associates, Inc.  |
| R. B. Lazarus   | Ogilvy & Mather Worldwide<br>309 West 49th Street<br>New York, NY 10105   | Chairman and Chief Executive<br>Officer, Ogilvy & Mather Worldwide   |
| S. G. McNealy   | Sun Microsystems, Inc.<br>901 San Antonio Road<br>Palo Alto, CA 94304     | Chairman, President and Chief<br>Executive Officer, Sun Microsystems,<br>Inc.  |
| G. G. Michelson | Federated Department Stores<br>151 West 34th Street<br>New York, NY 10001 | Former Member of the Board<br>of Directors, Federated<br>Department Stores   |
| S. Nunn         | King & Spalding<br>191 Peachtree Street, N.E.<br>Atlanta, GA 30303        | Partner, King & Spalding   |
| R. S. Penske    | Penske Corporation<br>13400 Outer Drive, West<br>Detroit, MI 48239-4001   | Chairman of the Board and<br>President, Penske<br>Corporation  |

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|                 |  |   |
|-----------------|--|---|
| F. H. T. Rhodes | Cornell University<br>3104 Snee Building<br>Ithaca, NY 14853 | President Emeritus, Cornell<br>University |
|-----------------|--|---|

| Name               | Present Address  | Present Principal<br>Occupation   |
|--------------------|--|---|
| -----              |  |   |
| A. C. Sigler       | Champion International<br>Corporation<br>1 Champion Plaza<br>Stamford, CT 06921      | Retired Chairman of the<br>Board and CEO and former<br>Director, Champion<br>International Corporation  |
| D. A. Warner III   | J.P. Morgan Chase & Co.<br>60 Wall Street<br>New York, NY 10260                      | Chairman of the Board, J.P. Morgan<br>Chase & Co.   |
| J. F. Welch, Jr.   | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431              | Chairman of the Board and<br>Chief Executive Officer,<br>General Electric Company   |
| R. C. Wright       | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431              | Vice Chairman of the Board<br>and Executive Officer,<br>General Electric Company  |
| Executive Officers |  |   |
| John F. Welch Jr.  | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431              | Chairman of the Board and Chief<br>Executive Officer, General Electric<br>Company   |
| Robert C. Wright   | National Broadcasting<br>Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Vice Chairman of the Board and<br>Executive Officer, General Electric<br>Company; Chief Executive Officer &<br>President, National Broadcasting<br>Company, Inc.    |
| Mark W. Begor      | National Broadcasting<br>Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President and Chief<br>Financial Officer and President, NBC<br>Business Development and Interactive<br>Media, National Broadcasting<br>Company, Inc. |
| William Bolster    | CNBC, Inc.<br>2200 Fletcher Avenue<br>Fort Lee, NJ 07024                             | Executive Vice President, National<br>Broadcasting Company, Inc.,<br>President, CNBC  |
| Richard Cotton     | National Broadcasting<br>Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President, National<br>Broadcasting Company, Inc.,<br>President and Managing Director,<br>CNBC Europe  |
| Duncan Ebersol     | National Broadcasting<br>Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President, National<br>Broadcasting Company, Inc.,<br>President, NBC Sports and Senior<br>Vice President, NBC News, National                         |

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Broadcasting Company, Inc.

|             |   |   |
|-------------|---|---|
| John W. Eck | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President, National Broadcasting Company, Inc.,<br>President, NBC Broadcast and Network Operations |
|-------------|---|---|

| Name                 | Present Address   | Present Principal Occupation  |
|----------------------|---|---|
| -----                | -----   | -----   |
| Randel A. Falco      | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President, National Broadcasting Company, Inc.,<br>President, NBC Television Network           |
| Jay Ireland          | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President, National Broadcasting Company, Inc.,<br>President, NBC Television Stations          |
| Andrew Lack          | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President, National Broadcasting Company, Inc.,<br>President, NBC News                         |
| Scott Sassa          | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President, National Broadcasting Company, Inc.,<br>President, NBC West Coast                   |
| Edward Scanlon       | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President, Employee Relations, National Broadcasting Company, Inc.                             |
| Pamela Thomas-Graham | CNBC, Inc.<br>2200 Fletcher Avenue<br>Ft. Lee, NJ 07024                           | Executive Vice President, National Broadcasting Company, Inc.,<br>President and Chief Executive Officer, CNBC |
| Martin Yudkovitz     | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President, National Broadcasting Company, Inc.,<br>President, NBC Digital Media                |
| David Zaslav         | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President, National Broadcasting Company, Inc.,<br>President, NBC Cable                        |
| Kassie Canter        | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Senior Vice President, Corporate Communications and Media Relations,<br>National Broadcasting Company, Inc.   |



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Each person listed above is a citizen of the United States of America except P. Fresco, who is a citizen of Italy, and A. Jung, who is a citizen of Canada.

### SCHFEDULE C TO SCHEDULE 13D/A

Filed by General Electric Capital Corporation  
GENERAL ELECTRIC CAPITAL CORPORATION  
DIRECTORS AND EXECUTIVE OFFICERS

| NAME<br>-----             | PRESENT<br>BUSINESS<br>ADDRESS<br>-----  | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>-----     |
|---------------------------|--|---|
| Board of Directors        |  |   |
| Nancy E. Barton           | General Electric Capital Corporation<br>120 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A.             | Senior Vice President<br>General Counsel and    |
| Francis S. Blake          | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.                       | Senior Vice President<br>Corporate Business     |
| James R. Bunt             | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.                       | Vice President and                              |
| David C. Calhoun          | General Electric Company<br>1 Neumann Way<br>Cincinnati, OH 05215<br>Citizenship: U.S.A.                             | Senior Vice President<br>GE Aircraft<br>Engines |
| Dennis D. Dammerman       | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.                       | Vice Chairman and E                             |
| Scott C. Donnelly         | GE Financial Assurance<br>General Electric CR&D<br>One Research Circle<br>Niskayuna, NY 12309<br>Citizenship: U.S.A. | Senior Vice President                           |
| Michael D. Frazier        | GE Financial Assurance<br>6604 W. Broad Street<br>Richmond, VA 23230<br>Citizenship: U.S.A.                          | President and Chief                             |
| Benjamin W. Heineman, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.                       | Senior Vice President<br>General Counsel and    |
|                           | General Electric Company   |   |

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|                    |  |   |
|--------------------|--|---|
| Jeffery R. Immelt  | 3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.                                       | President and Chair<br>Company              |
| John H. Myers      | GE Investment Corporation<br>3003 Summer Street<br>Stamford, CT 06904<br>Citizenship: U.S.A.             | Chairman and Presid                         |
| Dennis J. Nayden   | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Chairman and Chief                          |
| NAME<br>-----      | PRESENT<br>BUSINESS<br>ADDRESS<br>-----  | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>----- |
| Michael A. Neal    | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | President and Chief                         |
| James A. Parke     | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Senior Vice Preside                         |
| Ronald R. Pressman | Employers Reinsurance Corporation<br>5200 Metcalf<br>Overload Park, KS 66201<br>Citizenship: U.S.A.      | President and Chief                         |
| Gary M. Reiner     | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.           | Senior Vice Preside<br>Chief Information O  |
| John M. Samuels    | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.           | Vice President and<br>Corporate Taxes       |
| Keith S. Sherin    | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.           | Senior Vice Preside<br>Chief Financial Off  |
| Edward D. Stewart  | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Executive Vice Pres                         |
| John F. Welch, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431                                  | Chairman and Chief                          |

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Citizenship: U.S.A.

|                     |  |                     |
|---------------------|--|---------------------|
| William A. Woodburn | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Executive Vice Pres |
|---------------------|--|---------------------|

Executive Officers

|                 |  |                    |
|-----------------|--|--------------------|
| Denis J. Nayden | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Chairman and Chief |
|-----------------|--|--------------------|

|                 |  |                     |
|-----------------|--|---------------------|
| Michael A. Neal | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | President and Chief |
|-----------------|--|---------------------|

|                |  |                                |
|----------------|--|--------------------------------|
| James A. Parke | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Vice Chairman and C<br>Officer |
|----------------|--|--------------------------------|

|               |   |   |
|---------------|---|---|
| NAME<br>----- | PRESENT<br>BUSINESS<br>ADDRESS<br>----- | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>----- |
|---------------|---|---|

|                   |   |                     |
|-------------------|---|---------------------|
| Edward D. Stewart | General Electric Capital Corporation<br>1600 Summer Street<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Executive Vice Pres |
|-------------------|---|---------------------|

|                     |  |                     |
|---------------------|--|---------------------|
| William A. Woodburn | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Executive Vice Pres |
|---------------------|--|---------------------|

|                 |  |  |
|-----------------|--|--|
| Nancy E. Barton | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Senior Vice Preside<br>General Counsel and |
|-----------------|--|--|

|                 |  |  |
|-----------------|--|--|
| James A. Colica | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Senior Vice Preside<br>Global Risk Managem |
|-----------------|--|--|

|                 |  |                     |
|-----------------|--|---------------------|
| Richard D'Avino | General Electric Capital Corporation<br>777 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Senior Vice Preside |
|-----------------|--|---------------------|

|                 |   |   |
|-----------------|---|---|
| Robert L. Lewis | General Electric Capital Corporation<br>120 Long Ridge Road<br>Stamford, CT 06927 | Senior Vice Preside<br>Structured Finance |
|-----------------|---|---|

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Citizenship: U.S.A.

Marc J. Saperstein

General Electric Capital Corporation  
260 Long Ridge Road  
Stamford, CT 06927  
Citizenship: U.S.A.

Senior Vice President  
Human Resources

Jeffrey S. Werner

General Electric Capital Corporation  
201 High Ridge Road  
Stamford, CT 06927  
Citizenship: U.S.A.

Senior Vice President  
Corporate Treasury  
Global Funding Operations

Each person listed above is a citizen of the United States of America.

SCHEDULE D TO SCHEDULE 13D/A

Filed by General Electric Capital Services, Inc.  
GENERAL ELECTRIC CAPITAL SERVICES, INC.  
DIRECTORS AND EXECUTIVE OFFICERS

| NAME<br>-----       | PRESENT<br>BUSINESS<br>ADDRESS<br>-----  | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>----- |
|---------------------|--|---|
| Directors           |  |   |
| Nancy E. Barton     | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Senior Vice President<br>and Secretary      |
| Francis S. Blake    | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.           | Senior Vice President<br>Corporate Business |
| James R. Bunt       | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.           | Vice President and                          |
| David C. Calhoun    | GE Aircraft Engines<br>1 Neumann Way<br>Cincinnati, OH 45215<br>Citizenship: U.S.A.                      | Chief Executive Officer                     |
| Dennis D. Dammerman | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.           | Vice Chairman and                           |
| Scott C. Donnelly   | General Electric CR&D<br>One Research Circle<br>Niskayuna, NY 12309<br>Citizenship: U.S.A.               | Senior Vice President                       |

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|                           |  |   |
|---------------------------|--|---|
| Michael D. Frazier        | GE Financial Assurance<br>6604 W. Broad Street<br>Richmond, VA 23230<br>Citizenship: U.S.A.              | President and Chi                           |
| Benjamin W. Heineman, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.           | Senior Vice Presi<br>and Secretary          |
| Jeffrey R. Immelt         | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.           | President and Cha                           |
| John H. Myers             | GE Investment Corporation<br>3003 Summer Street<br>Stamford, CT 06904<br>Citizenship: U.S.A.             | Chairman and Pres                           |
| Denis J. Nayden           | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Chairman and Chie                           |
| NAME<br>----              | PRESENT<br>BUSINESS<br>ADDRESS<br>-----  | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>----- |
| Michael A. Neal           | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | President and Chi                           |
| James A. Parke            | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Vice Chairman and<br>Officer                |
| Ronald R. Pressman        | Employers Reinsurance Corporation<br>5200 Metcalf<br>Overland Park, KS 66204<br>Citizenship: U.S.A.      | Chairman, Preside<br>Officer                |
| Gary M. Reiner            | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.           | Senior Vice Presi<br>Information Offic      |
| John M. Samuels           | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A.           | Vice President an<br>Corporate Taxes        |
| Keith S. Sherin           | General Electric Company<br>3135 Easton Turnpike   | Senior Vice Presi<br>Chief Financial O      |

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Fairfield, CT 06431  
 Citizenship: U.S.A.

|                   |  |                   |
|-------------------|--|-------------------|
| Edward D. Stewart | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Executive Vice Pr |
|-------------------|--|-------------------|

|                    |  |                    |
|--------------------|--|--------------------|
| John F. Welch, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A. | Chairman and Chief |
|--------------------|--|--------------------|

|                     |  |                   |
|---------------------|--|-------------------|
| William A. Woodburn | General Electric Capital Services, Inc<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Executive Vice Pr |
|---------------------|--|-------------------|

Executive Officers

|                     |  |                   |
|---------------------|--|-------------------|
| Dennis D. Dammerman | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431<br>Citizenship: U.S.A. | Vice Chairman and |
|---------------------|--|-------------------|

|                 |  |                    |
|-----------------|--|--------------------|
| Denis J. Nayden | General Electric Capital Corporation<br>Services, Inc.<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Chairman and Chief |
|-----------------|--|--------------------|

|                    |   |                     |
|--------------------|---|---------------------|
| Michael D. Fraizer | GE Financial Assurance<br>6604 W. Broad Street<br>Richmond, VA 23230<br>Citizenship: U.S.A. | President and Chief |
|--------------------|---|---------------------|

|              |   |   |
|--------------|---|---|
| NAME<br>---- | PRESENT<br>BUSINESS<br>ADDRESS<br>----- | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>----- |
|--------------|---|---|

|                 |  |                     |
|-----------------|--|---------------------|
| Michael A. Neal | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | President and Chief |
|-----------------|--|---------------------|

|                    |   |                                |
|--------------------|---|--------------------------------|
| Ronald R. Pressman | Employers Reinsurance Corporation<br>5200 Metcalf<br>Overland Park, KS 66204<br>Citizenship: U.S.A. | Chairman, President<br>Officer |
|--------------------|---|--------------------------------|

|                |   |  |
|----------------|---|--|
| James A. Parke | General Electric Capital Services, Inc.<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Executive Vice Pr<br>Financial Officer |
|----------------|---|--|

|                   |   |                   |
|-------------------|---|-------------------|
| Edward D. Stewart | General Electric Capital Services, Inc. 1 | Executive Vice Pr |
|-------------------|---|-------------------|

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600 Summer Street  
 Stamford, CT 06927  
 Citizenship: U.S.A.

|                     |   |  |
|---------------------|---|--|
| William A. Woodburn | General Electric Capital Corporation<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A.    | Executive Vice Pr                      |
| Nancy E. Barton     | General Electric Capital Services, Inc.<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Senior Vice Presi<br>and Secretary     |
| James A. Colica     | General Electric Capital Services, Inc.<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Senior Vice Presi<br>Global Risk Manag |
| Richard D'Avino     | General Electric Capital Services, Inc.<br>777 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Senior Vice Presi                      |
| Marc. J. Saperstein | General Electric Capital Services, Inc.<br>260 Long Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Senior Vice Presi                      |
| Jeffrey S. Werner   | General Electric Capital Services, Inc.<br>201 High Ridge Road<br>Stamford, CT 06927<br>Citizenship: U.S.A. | Senior Vice Presi<br>Treasury and Glob |

Each person listed above is a citizen of the United States of America.

SCHEDULE E TO SCHEDULE 13D/A

Filed by General Electric Company  
 GENERAL ELECTRIC COMPANY  
 DIRECTORS AND EXECUTIVE OFFICERS

| NAME<br>-----   | PRESENT<br>BUSINESS<br>ADDRESS<br>-----   | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>-----            |
|-----------------|---|--|
| Directors       |   |  |
| J. I. Cash, Jr. | Harvard Business School<br>Morgan Hall<br>Soldiers Field Road<br>Boston, MA 02163 | Professor of Bus<br>Graduate School<br>Administration, |
| S. S. Cathcart  | 222 Wisconsin Avenue<br>Suite 103<br>Lake Forest, IL 60045                        | Retired Chairman<br>Illinois Tool Wo                   |

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|                  |   |  |
|------------------|---|--|
| D. D. Dammerman  | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431   | Vice Chairman of<br>Officer, General<br>Chairman, Genera<br>Services, Inc. |
| P. Fresco        | Fiat SpA<br>via Nizza 250<br>10126 Torino, Italy  | Chairman of the<br>Fiat SpA  |
| A. M. Fudge      | 555 South Broadway<br>Tarrytown, NY 10591   |  |
| C. X. Gonzalez   | Kimberly-Clark de Mexico,<br>S.A. de C.V.<br>Jose Luis Lagrange 103,<br>Tercero Piso<br>Colonia Los Morales<br>Mexico, D.F. 11510, Mexico | Chairman of the<br>Executive Office<br>Mexico, S.A. de                     |
| J. R. Immelt     | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431   | President<br>General Electric  |
| A. Jung          | Avon Products, Inc.<br>1345 Avenue of the Americas<br>New York, NY 10105  | President and Ch<br>Avon Products, I                                       |
| K. G. Langone    | Invemed Associates, Inc.<br>375 Park Avenue<br>New York, NY 10152   | Chairman, Presid<br>Officer, Invemed                                       |
| R. B. Lazarus    | Ogilvy & Mather Worldwide<br>309 West 49th Street<br>New York, New York 10019-7316  | Chairman and Chi   |
| Scott G. McNealy | Sun Microsystems, Inc.<br>901 San Antonio Road<br>Palo Alto, CA 94303-4900  | Chairman, Presid<br>Officer,<br>Sun Microsystems                           |
| G. G. Michelson  | Federated Department Stores<br>151 West 34th Street<br>New York, NY 10001   | Former Member of<br>Federated Depart                                       |
| S. Nunn          | King & Spalding<br>191 Peachtree Street, N.E.<br>Atlanta, GA 30303  | Partner, King &  |
| NAME<br>----     | PRESENT<br>BUSINESS<br>ADDRESS<br>-----   | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>-----                                |
| R. S. Penske     | Penske Corporation<br>13400 Outer Drive<br>West Detroit, MI 48239-4001  | Chairman of the<br>Penske Corporati  |



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|                    |   |  |
|--------------------|---|--|
| F. H. T. Rhodes    | Cornell University<br>3104 Snee Building<br>Ithaca, NY 14853                                    | President Emerit   |
| A. C. Sigler       | Champion International Corporation<br>1 Champion Plaza<br>Stamford, CT 06921                    | Retired Chairman<br>and former Direc<br>International Co                     |
| D. A. Warner, III  | J. P. Morgan & Co., Inc.<br>& Morgan Guaranty Trust Co.<br>60 Wall Street<br>New York, NY 10260 | Chairman of the<br>Chief Executive<br>Co. Incorporated<br>Trust Company      |
| J. F. Welch, Jr.   | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431                         | Chairman of the<br>Executive Office<br>Company                               |
| R. C. Wright       | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, New York 10112         | Vice Chairman of<br>Officer, General<br>President and Ch<br>National Broadca |
|                    | Citizenship   |  |
|                    | P. Fresco - Italy   |  |
|                    | C. X. Gonzalez - Mexico   |  |
|                    | Andrea Jung - Canada  |  |
|                    | All Others - U.S.A.   |  |
| Executive Officers |   |  |
| J. F. Welch, Jr.   | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431                         | Chairman of the<br>Executive Office  |
| P. D. Ameen        | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431                         | Vice President a   |
| F. S. Blake        | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431                         | Senior Vice Pres<br>Business Develop   |
| J. R. Bunt         | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431                         | Vice President a   |
| D. C. Calhoun      | General Electric Company<br>1 Neumann Way<br>Cincinnati, OH 05215                               | Senior Vice Pres<br>Engines  |
| W. J. Conaty       | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431                         | Senior Vice Pres   |
| D. D. Dammerman    | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431                         | Vice Chairman of<br>Officer, General<br>Chairman General<br>Services, Inc.   |

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| NAME<br>-----       | PRESENT<br>BUSINESS<br>ADDRESS<br>-----                                 | PRESENT<br>PRINCIPAL<br>OCCUPATION<br>----- |
|---------------------|---|---|
| Scott C. Donnelly   | General Electric Company<br>P.O. Box 8<br>Schenectady, NY 12301         | Senior Vice Pres<br>Research and Dev        |
| Matthew J. Espe     | General Electric Company<br>Nela Park<br>Cleveland, OH 44112            | Senior Vice Pres                            |
| B. W. Heineman, Jr. | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice Pres<br>and Secretary           |
| J. R. Immelt        | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | President<br>General Electric               |
| J. M. Hogan         | General Electric Company<br>P.O. Box 414<br>Milwaukee, WI 53201         | Senior Vice Pres<br>Systems                 |
| L. R. Johnston      | General Electric Company<br>Appliance Park<br>Louisville, KY 40225      | Senior Vice Pres                            |
| J. Krenicki, Jr.    | General Electric Company<br>2901 East Lake Road<br>Erie, PA 16531       | Vice President -<br>Systems                 |
| R. W. Nelson        | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice President -<br>Planning and Ana        |
| G. M. Reiner        | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice Pres<br>Information Offi        |
| J. G. Rice          | General Electric Company<br>1 River Road<br>Schenectady, NY 12345       | Senior Vice Pres                            |
| G. L. Rogers        | General Electric Company<br>1 Plastics Avenue<br>Pittsfield, MA 01201   | Senior Vice Pres                            |
| K. S. Sherin        | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Senior Vice Pres<br>Chief Financial         |
| L. G. Trotter       | General Electric Company<br>41 Woodford Avenue<br>Plainville, CT 06062  | Senior Vice Pres<br>Systems                 |

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|              |   |  |
|--------------|---|--|
| R. C. Wright | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, New York 10112 | Vice Chairman of<br>Officer, General<br>President and Ch<br>National Broadca |
|--------------|---|--|

All of the above officers are citizens of U.S.A.

SCHEDULE E1 TO SCHEDULE 13D/A

Filed by National Broadcasting Company Holding, Inc.  
NATIONAL BROADCASTING COMPANY HOLDING, INC.  
DIRECTORS AND EXECUTIVE OFFICERS

| Name            | Present Business Address  | Present<br>Occu  |
|-----------------|---|--|
| -----           |   |  |
| Directors       |   |  |
| S. S. Cathcart  | 222 Wisconsin Avenue<br>Suite 103<br>Lake Forest, IL 60045              | Retired Chairman,  |
| D. D. Dammerman | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | Vice Chairman of<br>Executive Officer<br>Company; Chairman<br>Executive Officer<br>Capital Services, |
| P. Fresco       | Fiat SpA<br>via Nizza 250<br>10126 Torino, Italy                        | Chairman of the B  |
| A. M. Fudge     | Kraft Foods, Inc.<br>555 South Broadway<br>Tarrytown, NY 10591          | Former Executive<br>Kraft Foods, Inc.  |
| J. R. Immelt    | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431 | President, Genera  |
| A. Jung         | Avon Products, Inc<br>1345 Avenue of the Americas<br>New York, NY 10105 | President and Chi<br>Executive Officer<br>Products, Inc.   |
| K. G. Langone   | Invemed Associates, Inc.<br>375 Park Avenue<br>New York, NY 10152       | Chairman, Preside<br>Chief Executive O<br>Invemed Associate  |
| R. B. Lazarus   | Ogilvy & Mather Worldwide<br>309 West 49th Street<br>New York, NY 10105 | Chairman and Chie<br>Officer, Ogilvy &   |
| S. G. McNealy   | Sun Microsystems, Inc.<br>901 San Antonio Road<br>Palo Alto, CA 94304   | Chairman, Preside<br>Executive Officer<br>Inc.   |

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|                 |   |  |
|-----------------|---|--|
| G. G. Michelson | Federated Department Stores<br>151 West 34th Street<br>New York, NY 10001 | Former Member of<br>of Directors, Fed<br>Department Stores |
| S. Nunn         | King & Spalding<br>191 Peachtree Street, N.E.<br>Atlanta, GA 30303        | Partner, King & S  |
| R. S. Penske    | Penske Corporation<br>13400 Outer Drive, West<br>Detroit, MI 48239-4001   | Chairman of the B<br>President, Penske<br>Corporation      |

| Name               | Present Business Address   | Present<br>Occu   |
|--------------------|--|---|
| -----              |  |   |
| F. H. T. Rhodes    | Cornell University<br>3104 Snee Building<br>Ithaca, NY 14853                         | President Emeritu<br>University   |
| A. C. Sigler       | Champion International<br>Corporation<br>1 Champion Plaza<br>Stamford, CT 06921      | Retired Chairman<br>Board and CEO and<br>Director, Champio<br>International Cor |
| D. A. Warner III   | J.P. Morgan Chase & Co., Inc.<br>60 Wall Street<br>New York, NY 10260                | Chairman of the B<br>Chase & Co.  |
| J. F. Welch, Jr.   | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431              | Chairman of the B<br>Chief Executive O<br>General Electric                      |
| R. C. Wright       | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431              | Vice Chairman of<br>and Executive Off<br>General Electric                       |
| Executive Officers |  |   |
| J. F. Welch, Jr.   | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431              | Chairman of the B<br>Chief Executive O<br>General Electric                      |
| R. C. Wright       | General Electric Company<br>3135 Easton Turnpike<br>Fairfield, CT 06431              | Chief Executive O<br>President  |
| M. W. Begor        | National Broadcasting<br>Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Vice President &  |

Each person listed above is a citizen of the United States of America except A. Jung, who is a citizen of Canada.

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SCHEDULE E2 TO SCHEDULE 13D/A

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NBC-TSCN HOLDING, INC.  
DIRECTORS AND EXECUTIVE OFFICERS

| Name               | Present Business Address  | Present Occupation  |
|--------------------|---|---|
| Directors          |   |   |
| Mark Begor         | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President<br>Financial Officer<br>Business Development<br>Media, National Broadcasting Company, Inc. |
| Richard Cotton     | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President<br>Broadcasting Company<br>President and Managing Director<br>CNBC Europe                  |
| Jay Ireland        | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President<br>Broadcasting Company<br>President, NBC Television                                       |
| Executive Officers |   |   |
| Marty Yudkovitz    | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President<br>Broadcasting Company<br>President, NBC Direct   |
| Mark Begor         | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President<br>Financial Officer<br>Business Development<br>Media, National Broadcasting Company, Inc. |
| Daniel Widawsky    | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Vice President, NBC<br>Broadcasting Company   |
| Richard Cotton     | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Executive Vice President<br>Broadcasting Company<br>President and Managing Director<br>CNBC Europe                  |
| Elizabeth Newell   | National Broadcasting Company, Inc.<br>30 Rockefeller Plaza<br>New York, NY 10112 | Vice President, NBC<br>Transactions Law,<br>Broadcasting Company  |

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