

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

TIVO INC
Form SC 13D/A
February 14, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)

TIVO INC.

Common Stock, \$.001 par value per share

(Title of class of securities)

888706108

(CUSIP number)

Lawrence P. Tu, Executive Vice President and General Counsel,
National Broadcasting Company, Inc.
30 Rockefeller Plaza, New York, NY 10012,
(212) 664-7024

(Name, address and telephone number of person authorized
to receive notices and communications)

August 28, 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 that is the subject of this Schedule 13D, and is filing this schedule because of Rules 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(B) FOR OTHER PARTIES TO WHOM COPIES ARE TO BE SENT.

(CONTINUED ON FOLLOWING PAGES)

CUSIP NO. 888706108

1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

National Broadcasting Company, Inc.

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14-1682529

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):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH

7 SOLE VOTING POWER:

4,009,974

REPORTING
PERSON WITH

8 SHARED VOTING POWER:

-0-

9 SOLE DISPOSITIVE POWER:

4,009,974

10 SHARED DISPOSITIVE POWER:

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

4,009,974

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

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

6.6%*

14 TYPE OF REPORTING PERSON:

CO

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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

CUSIP NO. 888706108

1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. 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 TO ITEM 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)

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10 SHARED DISPOSITIVE POWER:

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY 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

This Schedule 13D/A amends the Schedule 13D filed on March 21, 2002 (the "Schedule 13D"), which relates to shares of Common Stock, par value \$0.001 per share, of TiVo, Inc., a Delaware corporation. Capitalized terms used herein but not defined shall have the meaning attributed to them in the Schedule 13D.

Item 2. Identity and Background.

Paragraph 3 of Item 2 is amended and restated in its entirety as follows:

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

Item 4. Purpose of Transaction.

Paragraph 7 of Item 4 is amended and restated in its entirety as follows:

"The Notes are convertible at any time prior to maturity (August 15, 2006) into Common Stock, initially at a conversion price of \$6.73 per share, subject to certain conversion price adjustments including an adjustment on August 23, 2002 if the price per share of the Common Stock is less than the conversion price. The Company may redeem some or all of the Notes, at any time before maturity, at a redemption price, in cash, of \$1,000 per \$1,000 principal amount of the Notes, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. The holder of the Notes may require the Company to repurchase the Notes, in cash at 110% of the principal amount of the Notes plus accrued and unpaid interest, upon certain changes of control and the delisting of the Common Stock."

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Item 5. Interest in Securities of the Issuer.

The first paragraph of Item 5(a) is amended and restated in its entirety as follows:

"The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this statement on Schedule 13D are incorporated herein by reference. On August 28, 2002, the One Year Warrants and the Five Year Warrants expired pursuant to their terms. On October 8, 2002, the conversion price of the Notes was adjusted to \$3.99 per share pursuant to the terms of the indenture governing the Notes, resulting in approximately 1,020,823 additional shares of Common Stock that may be issuable upon conversion of the Notes pursuant to the terms of the indenture governing the Notes. Accordingly, as of December 31, 2002, NBC beneficially owned in the aggregate 4,009,974 shares of the Common Stock of the Company (assuming the conversion of all of its Notes and the exercise of its Warrants), representing approximately 6.6% of the outstanding shares of the Company (based on the number of shares outstanding as of December 6, 2002 as reported by the Company in its Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2001 filed on December 16, 2002), after giving effect to the issuance of Common Stock by the Company to NBC pursuant to the Note and Warrant Purchase Agreement and assuming NBC's conversion of all of its Notes and Warrants."

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.

Dated: February 14, 2003

GENERAL ELECTRIC COMPANY

By: /s/ Robert E. Healing

Name: Robert E. Healing
Title: Attorney-in-Fact

NATIONAL BROADCASTING COMPANY HOLDING, INC.

By: /s/ Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

NATIONAL BROADCASTING COMPANY, INC.

By: /s/ Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

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SCHEDULE A

NATIONAL BROADCASTING COMPANY, INC.
DIRECTORS

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
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the Executive Officer, General Company; Chairman, General Electric Services, Inc.
A.M. Fudge	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Former Executive Vice President, Kraft Foods
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the Board Executive Officer, General 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 Proctor & Gamble Company 1 Proctor & Gamble Plaza Cincinnati, OH 45202-3315	Chairman of the Board Chief Executive Officer, Proctor & Gamble Company
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, President Chief Executive Officer, Invemed Associates, Inc.
R.S. Larsen	Johnson & Johnson 100 Albany Street Suite 200 New Brunswick, NJ 08901	Former Chairman and 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 Street, N.E. Atlanta, Georgia 30303	Partner, King & Spalding
R.S. Penske	Penske Corporation 2555 Telegraph Road Bloomfield Hills, MI 48302-0954	Chairman of the Board and President, Penske Corporation
G. L. Rogers	General Electric Company 3135 Easton Turnpike	Vice Chairman of the Executive Officer, General

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	Fairfield, CT 06431	Company
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chairman of 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 Linds Professor of Account
D.A. Warner III	J.P. Morgan Chase & Co., The Chase Manhattan Bank and Morgan Guaranty Trust Co. of New York 345 Park Avenue New York, NY 10154	Retired Chairman of Board
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of the Executive Officer, G Company; Chairman & Chief Exe National Broadcastin
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
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
R. B. Burgess	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President

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

Citizenship: U.S.A

SCHEDULE B

NATIONAL BROADCASTING COMPANY HOLDING, INC.
DIRECTORS

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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
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the Executive Officer, General Company; Chairman, General Electric Services, Inc.
A.M. Fudge	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Former Executive Vice President, Kraft Foods
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the Board Executive Officer, General 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 Proctor & Gamble Company 1 Proctor & Gamble Plaza Cincinnati, OH 45202-3315	Chairman of the Board Chief Executive Officer Proctor & Gamble Company
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, President Chief Executive Officer Invemed Associates, Inc.
R.S. Larsen	Johnson & Johnson 100 Albany Street Suite 200 New Brunswick, NJ 08901	Former Chairman and 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 Street, N.E. Atlanta, Georgia 30303	Partner, King & Spalding
R.S. Penske	Penske Corporation 2555 Telegraph Road Bloomfield Hills, MI 48302-0954	Chairman of the Board and President, Penske Corporation
G. L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the Executive Officer, General Company
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chairman of Board and CEO and Former Director, Champion International Corporation
R.J. Swieringa	S.C. Johnson Graduate School Cornell University	Anne and Elmer Lindsley Professor of Accounting

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207 Sage Hall
Ithaca, NY 14853-6201

D.A. Warner III	J.P. Morgan Chase & Co., The Chase Manhattan Bank and Morgan Guaranty Trust Co. of New York 345 Park Avenue New York, NY 10154	Retired Chairman of Board
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Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of the Executive Officer, G Company; Chairman & Chief Exe National Broadcastin
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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
Todd Davis	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Assistant Treasurer
Brian O'Leary	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Assistant Treasurer
Benjamin W. 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

SCHEDULE C

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GENERAL ELECTRIC COMPANY
DIRECTORS

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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
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A.M. Fudge	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Former Executive Vice President, Kraft Foods
C.X. Gonzalez	Kimberly-Clark de Mexico, S.A. de C.V. Jose Luis Lagrange 103, Tercero Piso Colonia Los Morales Mexico, D.F. 11501, Mexico	Chairman of the Board Executive Officer, Kimberly- Mexico, S.A. de C.V.
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the Board Executive Officer, General 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 Proctor & Gamble Company 1 Proctor & Gamble Plaza Cincinnati, OH 45202-3315	Chairman of the Board Chief Executive Officer, Proctor & Gamble Company
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, President Chief Executive Officer, Invemed Associates, Inc.
R.S. Larsen	Johnson & Johnson 100 Albany Street Suite 200 New Brunswick, NJ 08901	Former Chairman and Officer
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S. Nunn	King & Spalding 191 Peachtree Street, N.E. Atlanta, Georgia 30303	Partner, King & Spalding
R.S. Penske	Penske Corporation 2555 Telegraph Road Bloomfield Hills, MI 48302-0954	Chairman of the Board and President, Penske Corporation

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

Citizenship:

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

GENERAL ELECTRIC COMPANY
EXECUTIVE OFFICERS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL OCCUPATION
----	-----	-----
J.R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the Board Executive Officer
P.D. Ameen	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President and C
C.T. Begley	General Electric Company 2901 East Lake Road Erie, PA 16531	Vice President - GE Systems
D.C. 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 Products
W.J. Conaty	General Electric Company 3135 Easton Turnpike	Senior Vice President Human Resources

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Fairfield, CT 06431

D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the Executive Officer. General Electric Com Chairman, General El Services, Inc.
S.C. Donnelly	General Electric Company One Research Circle Niskayuna 12309	Senior Vice Presiden Corporate Research a Development
M.D. Fraizer	General Electric Company 6620 W. Broad Street Richmond, VA 23230	Senior Vice Presiden GE Insurance
Y. Fujimori	General Electric Company 21 Mita 1-chome Meguro-ku 3rd Floor Alto Tokyo, Japan 153-0062	Senior Vice Presiden GE Asia
A.H. Harper	General Electric Company 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presiden GE Equipment Managem
B.W. Heinemann, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presiden General Counsel and Secretary
J.M. Hogan	General Electric Company P.O. Box 414 Milwaukee, WI 53201	Senior Vice Presiden GE Medical Systems
R.A. Jeffe	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presiden Corporate Business Development
J. Krenicki, Jr.	General Electric Company 1 Plastics Avenue Pittsfield, MA 01201	Senior Vice Presiden GE Plastics
M.A. Neal	General Electric Company 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presiden GE Commercial Financ
D.R. Nissen	General Electric Company 201 High Ridge Road Stamford, CT 06905-3417	Senior Vice Presiden GE Consumer Finance
J.A. Park	General Electric Company 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presiden General Electric Com Chairman, GE Capital
R.R. Pressman	General Electric Company 5200 Metcalf Avenue Overland Park, KS 66201	Senior Vice Presiden Employers Reinsuranc
G.M. Reiner	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presiden Chief Information Of
J.G. Rice	General Electric Company	Senior Vice Presiden

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	4200 Wildwood Parkway Atlanta, GA 30339	GE Power Systems
G. L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of the Executive Officer
K.S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Finance and Chief Fi
L.G. Trotter	General Electric Company 41 Woodford Avenue Plainville, CT 06062	Senior Vice President GE Industrial System
W. A. Woodburn	General Electric Company 187 Danbury Road Wilton, CT 06897	Senior Vice President GE Speciality Materi
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of the Executive Officer, General Electric Com Chairman & Chief Exe National Broadcastin

Citizenship:

Yoshiaki Fujimori
All Others

Japan
U.S.A.