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TIVO INC
Form SC 13D/A
February 11, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(AMENDMENT NO. 2)

TiVo, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of class of securities)

888706-10-8

(CUSIP Number)

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

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

February 9, 2004

(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 .

CUSIP NO. 888706-10-8

13D

1 NAME OF REPORTING PERSONS National Broadcasting
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 14-1682529

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

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3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

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	7	SOLE VOTING POWER:	3,687,151
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	0
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	3,687,151
PERSON WITH	10	SHARED DISPOSITIVE POWER:	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 3,687,151

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 5.2%

14 TYPE OF REPORTING PERSON: CO

SEE INSTRUCTIONS BEFORE FILLING OUT!

2

CUSIP NO. 888706-10-8

13D

1 NAME OF REPORTING PERSON: National Broadcastin
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 13-3448662

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

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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:		Delaware
	NUMBER OF SHARES	7	SOLE VOTING POWER: Disclaimed (see
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER: 0
		9	SOLE DISPOSITIVE POWER: Disclaimed (see
		10	SHARED DISPOSITIVE POWER: 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: Beneficial ownership 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!

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	CUSIP NO. 888706-10-8		13D
1	NAME OF REPORTING PERSON:		General Electric Com
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		14-0689340
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		N/A
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
	NUMBER OF SHARES	7	SOLE VOTING POWER: Disclaimed (see

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BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	0
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	Disclaimed (see
	10	SHARED DISPOSITIVE POWER:	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		Beneficial ownership 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 abo		
14	TYPE OF REPORTING PERSON:		CO

SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 2 amends the Schedule 13D dated March 18, 2002, as amended, and is filed by National Broadcasting Company, Inc. ("NBC"), for and on behalf of itself, National Broadcasting Company Holding, Inc. ("NBC Holding"), and General Electric Company ("GE") (each a "Reporting Person"), with respect to the common stock, \$0.001 par value per share (the "Common Stock"), of TiVo Inc. (the "Company").

Item 2. Identity and Background.

Item 2 is supplemented as follows:

As of February 10, 2004, the name, business address, present 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.

During the last five years, none of the Reporting Persons, nor, to the best of their knowledge, any of their directors or executive officers, has been (i) convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

This Amendment No. 2 is being filed while the Reporting Persons are in the process of verifying information required herein from their respective directors and executive officers. If the Reporting Persons obtain information concerning such individuals which would cause a material change in the disclosure contained herein, an amendment to this statement will be filed that will disclose such change.

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Item 5. Interest in Securities of the Issuer.

(a) The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Amendment No. 2 are incorporated herein by reference. As of February 10, 2004, NBC beneficially owned in the aggregate 3,687,151 shares of the Common Stock, representing approximately 5.2% of the outstanding shares of Common Stock (based on the number of shares outstanding as of December 5, 2003, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2003, after giving effect to the Company's subsequent issuance of shares of Common Stock to NBC as described in Item 5(c) hereof).

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.

(b) The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this Amendment No. 2 and (ii) Item 5(a) hereof are incorporated herein by reference.

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Except as disclosed in this Item 5(b), none of the Reporting Persons, nor to the best of their knowledge, any of their directors or executive officers, presently has the power to vote or direct the vote or to dispose or direct the disposition of any of the shares of Common Stock which they may be deemed to beneficially own.

(c) None of the Reporting Persons, nor, to the best of their knowledge, any of their directors or executive officers, has effected any transaction in the Common Stock during the past 60 days except that (i) on January 16, 2004, NBC converted \$10 million aggregate principal amount of 7% Convertible Senior Notes due 2006 (having a conversion price of \$3.99 per share) into 2,506,265 shares of Common Stock and (ii) on February 9, 2004, NBC "cashless" exercised 490,196 Warrants (having an exercise price of \$7.85 per share) and acquired 167,373 shares of Common Stock.

(d) Not applicable.

(e) Not applicable.

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SIGNATURE

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 10, 2004

NATIONAL BROADCASTING COMPANY, INC.

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By: /s/ Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

NATIONAL BROADCASTING COMPANY
HOLDING, INC.

By: /s/ Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

GENERAL ELECTRIC COMPANY

By: /s/ Robert E. Healing

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

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SCHEDULE A

NATIONAL BROADCASTING COMPANY, INC.
DIRECTORS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL
----	-----	-----
J.I. Cash, Jr.	Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163	Profes Admini School Harvar
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice C Board Genera Genera
A.M. Fudge	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Forme Presid
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairm Chief Genera
A. Jung	Avon Products 1345 Avenue of the Americas New York, NY 10105	Chairm Office

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A.G. Lafley	The Proctor & Gamble Company 1 Proctor & Gamble Plaza Cincinnati, OH 45202-3315	Chairman and Chief Executive Officer The Proctor & Gamble Company
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman Chief Executive Officer Invemed Associates, Inc.
R.S. Larsen	Johnson & Johnson 100 Albany Street Suite 200 New Brunswick, NJ 08901	Former Chairman Chief Executive Officer Johnson & Johnson
R.B. Lazarus	Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316	Chairman Executive Vice President Ogilvy & Mather Worldwide
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 and President Penske Corporation
G. L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman and Executive Vice President General Electric Company
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chairman Board of Directors Champion International Corporation
R.J. Swieringa	S.C. Johnson Graduate School Cornell University 207 Sage Hall Ithaca, NY 14853-6201	Anne and Robert Swieringa Dean of the College Cornell University
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 J.P. Morgan Chase & Co.
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman Executive Vice President Electronic Data Systems Chief Executive Officer National Broadcasting Company, Inc.
Citizenship:		

A. Jung	Canada	
All Others	U.S.A.	
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R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza	Vice Chairman Executive Vice President National Broadcasting Company, Inc.

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	New York, NY 10112	Electr Chief Nation
M. Vachon	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut Financ
W. L. Bolster	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut
R. B. Burgess	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut
R. Cotton	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut
D. Ebersol	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut
J. W. Eck	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut
R. A. Falco	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut
	10	
J. W. Ireland III	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut
N. Shapiro	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut
P. Thomas-Graham	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut
L. Tu	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut
E. Whelley	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut
D. Zaslav	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut
J. Zucker	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Execut

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Citizenship: USA

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SCHEDULE B

NATIONAL BROADCASTING COMPANY, INC.
DIRECTORS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL -----
J.I. Cash, Jr.	Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163	Professor Administration School Harvard
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman Board of Directors General Electric General
A.M. Fudge	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Former President
Jeffrey R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman Chief Executive General
A. Jung	Avon Products 1345 Avenue of the Americas New York, NY 10105	Chairman Officer
A.G. Lafley	The Proctor & Gamble Company 1 Proctor & Gamble Plaza Cincinnati, OH 45202-3315	Chairman and Chief Executive The Proctor & Gamble
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman Chief Executive Invermed
R.S. Larsen	Johnson & Johnson 100 Albany Street Suite 200 New Brunswick, NJ 08901	Former Chief Executive Johnson
R.B. Lazarus	Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316	Chairman Ogilvy

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S. Nunn	King & Spalding 191 Peachtree Street, N.E. Atlanta, Georgia 30303	Partner
---------	---	---------

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R.S. Penske	Penske Corporation 2555 Telegraph Road Bloomfield Hills, MI 48302-0954	Chairman and President Penske
G. L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman and Executive General
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Board Member Formerly Champion Corporation
R.J. Swieringa	S.C. Johnson Graduate School Cornell University 207 Sage Hall Ithaca, NY 14853-6201	Anne and Dean
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 J.P. Morgan
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman Executive Electronics Chief National
Citizenship: -----		
A. Jung	Canada	
All Others	U.S.A.	
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R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Chairman
Lynn Calpeter	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice President
Todd Davis	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Assistant
Brian O'Leary	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Assistant
Benjamin W. Heineman, Jr.	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Secretary
Eliza Fraser	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Assistant

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Elizabeth Newell

National Broadcasting Company, Inc.
30 Rockefeller Plaza
New York, NY 10112

Assist

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SCHEDULE C

GENERAL ELECTRIC COMPANY
DIRECTORS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL POSITION
----	-----	-----
J.I. Cash, Jr.	Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163	Professor Administration School Harvard
Dennis D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman Board General General
A.M. Fudge	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Former President
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 Chief de Mexico
J. R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman Chief General
A. Jung	Avon Products 1345 Avenue of the Americas New York, NY 10105	Chairman Office
A.G. Lafley	The Proctor & Gamble Company 1 Proctor & Gamble Plaza Cincinnati, OH 45202-3315	Chairman and Chairman The Proctor
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman Chief Invemed

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R.S. Larsen

Johnson & Johnson
100 Albany Street
Suite 200
New Brunswick, NJ 08901

Former
Chief
Johnson

R.B. Lazarus

Ogilvy & Mather Worldwide

Chairman

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	309 West 49th Street New York, NY 10019-7316	Ogilvy
S. Nunn	King & Spalding 191 Peachtree Stsreet, N.E. Atlanta, Georgia 30303	Former
R.S. Penske	Penske Corporation 2555 Telegraph Road Bloomfield Hills, MI 48302-0954	Chairm and Pr Penske
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retire Board Former Champi Corpor
R.J. Swieringa	S.C. Johnson Graduate School Cornell University 207 Sage Hall Ithaca, NY 14853-6201	Anne a Dean a
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 J.P. M
Robert C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice C Execut Electr Chief Nation

Citizenship:

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

GENERAL ELECTRIC COMPANY

EXECUTIVE OFFICERS

NAME	PRESENT BUSINESS ADDRESS	PRINCIPAL OCCUPAT
----	-----	-----
J.R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the B Chief Executive O
P.D. Ameen	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President an
F. Beccalli	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presi

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C.T. Begley	General Electric Company 2901 East Lake Road Erie, PA 16531	Vice President -
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.H. Cary	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President -
K.A. Cassidy	General Electric Company 201 High Ridge Road Stamford, CT 06905-3417	Vice President and
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 General Electric Capital Services,
S.C. Donnelly	General Electric Company One Research Circle Niskayuna 12309	Senior Vice President
17		
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
A.H. Harper	General Electric Company 260 Long Ridge Road Stamford, CT 06927	Senior Vice President
B.W. Heinemann	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Secretary
J.M. Hogan	General Electric Company P.O. Box 414 Milwaukee, WI 53201	Senior Vice President
R.A. Jeffe	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Development

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J. Krenicki, Jr.	General Electric Company 1 Plastics Avenue Pittsfield, MA 01201	Senior Vice Presi
M.A. Neal	General Electric Company 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presi
D.R. Nissen	General Electric Company 201 High Ridge Road Stamford, CT 06905-3417	Senior Vice Presi
J.A. Parke	General Electric Company 260 Long Ridge Road Stamford, CT 06927	Senior Vice Presi Vice Chairman, GE
R.R. Pressman	General Electric Company 5200 Metcalf Avenue Overland Park, KS 66201	Senior Vice Presi Corporation
G.M. Reiner	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presi
J.G. Rice	General Electric Company 4200 Wildwood Parkway Atlanta, GA 30339	Senior Vice Presi

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K.S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presi Officer
L.G. Trotter	General Electric Company 41 Woodford Avenue Plainville, CT 06062	Senior Vice Presi GE Industrial Sys
R.F. Wacker	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President -
W.A. Woodburn	General Electric Company 187 Danbury Road Wilton, CT 06897	Senior Vice Presi GE Specialty Mate
R.C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of Executive Officer General Electric Chairman & Chief National Broadcas

Citizenship:

Fernando Beccalli	Italy
Yoshiaki Fujimori	Japan
All Others	U.S.A.

