

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1994-01-21**
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SUBJECT COMPANY

PARAMOUNT COMMUNICATIONS INC /DE/

CIK: **44482** | IRS No.: **741330475** | State of Incorporation: **DE** | Fiscal Year End: **0430**
Type: **SC 14D1/A** | Act: **34** | File No.: **005-10760** | Film No.: **94502255**
SIC: **7812** Motion picture & video tape production

Business Address
*15 COLUMBUS CIRCLE
NEW YORK NY 10023-7780
2123738000*

FILED BY

QVC NETWORK INC

CIK: **797565** | IRS No.: **232414041** | State of Incorporation: **DE** | Fiscal Year End: **0131**
Type: **SC 14D1/A**
SIC: **5961** Catalog & mail-order houses

Business Address
*GOSHEN CORPORATE PARK
WEST CHESTER PA 19380
2154301000*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1

(Tender Offer Statement Pursuant to
Section 14(d) (1) of the Securities Exchange Act of 1934)

(Amendment No. 31)

PARAMOUNT COMMUNICATIONS INC.
(Name of Subject Company)

QVC NETWORK, INC.
COMCAST CORPORATION
BELLSOUTH CORPORATION
(Bidders)

Common Stock, Par Value \$1.00 Per Share
(Including the Associated Common Stock Purchase Rights)
(Title of Class of Securities)

699216 10 7
(CUSIP Number of Class of Securities)

<TABLE>

<S>	<C>	<C>
Neal S. Grabell QVC Network, Inc. Goshen Corporate Park West Chester, PA 19380 (215) 430-1000	Stanley L. Wang Comcast Corporation 1234 Market Street Philadelphia, PA 19107 (215) 981-7510	Walter H. Alford BellSouth Corporation 1155 Peachtree Street, N.E. Atlanta, GA 30367 (404) 249-2050

</TABLE>

(Names, Addresses and Telephone Numbers of Persons Authorized
to Receive Notices and Communications on Behalf of Bidders)

Copy to:

<TABLE>

<S>	<C>	<C>
Pamela S. Seymon Wachtell, Lipton, Rosen & Katz 51 West 52nd Street New York, NY 10019 (212) 403-1000	Dennis S. Hersch Davis Polk & Wardwell 450 Lexington Avenue New York, NY 10017 (212) 450-4000	Alan Stephenson Cravath, Swaine & Moore One Worldwide Plaza 825 Eighth Avenue New York, NY 10022 (212) 474-1000

This Statement amends and supplements the Tender Offer Statement on Schedule 14D-1 filed with the Securities and Exchange Commission (the "Commission") on October 27, 1993, as previously amended and supplemented (the "Schedule 14D-1"), by QVC Network, Inc., a Delaware corporation ("QVC"), Comcast Corporation, a Pennsylvania corporation, and BellSouth Corporation, a Georgia corporation, and relates to a tender offer to purchase 61,607,894 of the outstanding shares of Common Stock, par value \$1.00 per share (the "Shares"), of Paramount Communications Inc., a Delaware corporation ("Paramount"), or such greater number of Shares as equals 50.1% of the Shares outstanding plus the Shares issuable upon the exercise of the then exercisable stock options, as of the expiration of the Offer, and the associated Rights, at a price of \$92.00 per Share (and associated Right), net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 27, 1993 (the "Offer to Purchase"), as amended and supplemented by the Supplement thereto, dated November 12, 1993 (the "First Supplement"), the Second Supplement thereto, dated December 23, 1993 (the "Second Supplement"), and the related Letters of Transmittal, which were annexed to and filed with the Schedule 14D-1 as Exhibits (a) (1), (a) (17), (a) (46), (a) (2), (a) (18) and (a) (47), respectively, and the amendments thereto (which together constitute the "Offer"). Capitalized terms used and not defined herein shall have the meanings assigned such terms in the Offer and the Schedule 14D-1.

Item 3. Past Contacts, Transactions or Negotiations With the Subject Company.

(b) On January 20, 1994, QVC's legal advisor sent a letter to Paramount in which it stated that QVC believes the Offer is superior to the Viacom-Blockbuster Offer, as revised on January 18, 1994 (the "Revised Viacom-Blockbuster Offer"), and that it is the Paramount Board's fiduciary duty to continue to recommend the Offer. The text of the letter and of an accompanying memorandum from QVC's financial advisor is attached hereto as Exhibit (a) (63), and the foregoing description is qualified in its entirety by reference to such exhibit.

Item 11. Material to be Filed as Exhibits.

- (a) (1) -- Offer to Purchase, dated October 27, 1993.*
- (a) (2) -- Letter of Transmittal.*
- (a) (3) -- Notice of Guaranteed Delivery.*
- (a) (4) -- Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.*
- (a) (5) -- Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.*
- (a) (6) -- Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Substitute Form W-9.*
- (a) (7) -- Press release issued by QVC on October 21, 1993.*
- (a) (8) -- Form of Summary Advertisement, dated October 27, 1993.*
- (a) (9) -- Text of Letter from QVC to Paramount, dated October 29, 1993.*
- (a) (10) -- Press release issued by QVC on October 29, 1993.*
- (a) (11) -- Form of Letter to Participants in the Dividend Reinvestment Plan of Paramount Communications Inc.*
- (a) (12) -- Text of Letter from Paramount to QVC, dated October 29, 1993.*
- (a) (13) -- Text of Letter from Paramount to QVC advisor, dated November 1, 1993.*
- (a) (14) -- Text of Letter from QVC advisor to Paramount, dated November 2, 1993.*

* Previously filed.

-2-

- (a) (15) -- Press release issued by QVC on November 5, 1993.*
- (a) (16) -- Press release issued by QVC on November 5, 1993.*
- (a) (17) -- Supplement to the Offer to Purchase, dated November 12, 1993.*
- (a) (18) -- Revised Letter of Transmittal.*
- (a) (19) -- Revised Notice of Guaranteed Delivery.*
- (a) (20) -- Revised Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.*
- (a) (21) -- Revised Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.*
- (a) (22) -- Press release issued by QVC on November 11, 1993.*
- (a) (23) -- Press release issued by QVC on November 12, 1993.*
- (a) (24) -- Revised Form of Letter to Participants in the Dividend Reinvestment Plan of Paramount Communications, Inc.*
- (a) (25) -- Press release issued by QVC on November 16, 1993.*
- (a) (26) -- Amended Complaint in Viacom International Inc. v. Tele-Communications, Inc., et al., dated November 9, 1993, and filed in the United States District Court for the Southern District of New York.*
- (a) (27) -- Text of letter from QVC to Paramount, dated November 19, 1993.*

(a) (28) -- Press release issued by QVC on November 20, 1993.*

* Previously filed.

-3-

(a) (29) -- Press release issued by QVC on November 22, 1993.*

(a) (30) -- Press release issued by QVC on November 23, 1993.*

(a) (31) -- Press release issued by QVC on November 23, 1993.*

(a) (32) -- Press release issued by QVC on November 24, 1993.*

(a) (33) -- Press release issued by QVC on December 1, 1993.*

(a) (34) -- Press release issued by QVC on December 9, 1993.*

(a) (35) -- Press release issued by QVC on December 10, 1993.*

(a) (36) -- Press release issued by QVC on December 14, 1993.*

(a) (37) -- Text of letter from Paramount advisor to QVC, dated December 14, 1993.*

(a) (38) -- Text of letter from QVC advisor to Paramount advisor, dated December 14, 1993.*

(a) (39) -- Press release issued by QVC on December 15, 1993.*

(a) (40) -- Press release issued by QVC on December 16, 1993.*

(a) (41) -- Text of letter from Paramount advisor to QVC advisor, dated December 17, 1993.*

- (a) (42) -- Text of letter from QVC advisor to Viacom advisor, dated December 17, 1993.*
- (a) (43) -- Text of letter from QVC to Paramount, dated December 20, 1993.*
- (a) (44) -- Press release issued by QVC on December 20, 1993.*

* Previously filed.

-4-

- (a) (45) -- Press release issued by QVC on December 20, 1993.*
- (a) (46) -- Second Supplement to the Offer to Purchase, dated December 23, 1993.*
- (a) (47) -- Second Revised Letter of Transmittal.*
- (a) (48) -- Second Revised Notice of Guaranteed Delivery.*
- (a) (49) -- Second Revised Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.*
- (a) (50) -- Second Revised Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Nominees.*
- (a) (51) -- Second Revised Form of Letter to Participants in the Dividend Reinvestment Plan of Paramount Communications Inc.*
- (a) (52) -- Press release issued by QVC on December 22, 1993.*
- (a) (53) -- Press release issued by QVC on December 27, 1993.*
- (a) (54) -- Press release issued by QVC on January 7, 1994.*
- (a) (55) -- Press release issued by QVC on January 10, 1994.*
- (a) (56) -- Text of letter from QVC advisor to Paramount,

dated January 11, 1994.*

- (a) (57) -- Text of letter from Paramount to QVC advisor, dated January 13, 1994.*
- (a) (58) -- Text of letter from Paramount advisor to QVC advisor, dated January 13, 1994.*
- (a) (59) -- Text of letter from QVC advisor to Paramount advisor, dated January 14, 1994.*

* Previously filed.

-5-

- (a) (60) -- Text of letter from Paramount advisor to QVC advisor, dated January 18, 1994.*
- (a) (61) -- Text of letter from Paramount advisor to QVC advisor, dated January 18, 1994.*
- (a) (62) -- Press release issued by QVC on January 19, 1994.*
- (a) (63) -- Text of letter from QVC advisor to Paramount, dated January 20, 1994.
- (b) (1) -- Commitment Letters, dated September 30, 1993, by and between QVC and certain banks.*
- (b) (2) -- Commitment Letters, dated November 19, 1993, by and between QVC and certain banks.*
- (b) (3) -- Bank Credit Agreement, dated as of January 7, 1994, by and between QVC and certain banks.*
- (c) (1) -- Commitment Letter, dated October 15, 1993, by and among QVC and certain investors named therein.*
- (c) (2) -- Stockholders Agreement, dated July 16, 1993, among Liberty Media Corporation, Comcast Corporation, Arrow Investments, L.P. and certain affiliates and subsidiaries of such parties.*
- (c) (3) -- Agreement Among Stockholders, dated October 15, 1993.*

- (c) (4) -- Proposed form of merger agreement delivered by QVC to Paramount.*
- (c) (5) -- First Amended and Supplemental Complaint in QVC Network, Inc. v. Paramount Communications Inc. filed October 28, 1993 in the Delaware Chancery Court.*
- (c) (6) -- Voting Trust Agreement, dated as of October 28, 1993, between QVC and G. William Miller.*
- (c) (7) -- Informational request from QVC to Paramount, dated November 1, 1993.*

* Previously filed.

-6-

- (c) (8) -- Fair bidding procedures delivered by QVC to Paramount on November 1, 1993.*
- (c) (9) -- Proposed form of merger agreement delivered by QVC to Paramount on November 1, 1993.*
- (c) (10) -- Commitment Letter, dated November 11, 1993, by and among QVC and certain investors named therein.*
- (c) (11) -- Memorandum of Understanding, dated November 11, 1993, by and between QVC and BellSouth.*
- (c) (12) -- Liberty-QVC Agreement, dated November 11, 1993, by and between QVC and Liberty.*
- (c) (13) -- Agreement Among Stockholders, dated November 11, 1993, among QVC, Advance, Arrow, BellSouth, Comcast and Cox.*
- (c) (14) -- Understanding Among Stockholders, dated November 11, 1993, among Arrow, BellSouth, Comcast and Liberty.*
- (c) (15) -- Agreement Containing Consent Order and Interim Agreement, dated November 12, 1993, among the FTC, Liberty, and TCI.*
- (c) (16) -- BellSouth Commitment Letter, dated November 19,

1993, by and between BellSouth and QVC.*

- (c) (17) -- Memorandum Opinion and Preliminary Injunction Order in QVC Network, Inc. v. Paramount Communications, Inc., C.A. No. 13208, both dated November 24, 1993, entered by Delaware Chancery Court.*
- (c) (18) -- Revised Memorandum Opinion, dated November 26, 1993, in QVC Network, Inc. v. Paramount Communications, Inc., C.A. No. 13208, entered by Delaware Chancery Court.*
- (c) (19) -- Order, dated December 9, 1993, in Paramount Communications Inc. v. QVC Network, Inc., C.A. No. 13208, entered by Delaware Supreme Court.*

* Previously filed.

-7-

- (c) (20) -- Proposed form of merger agreement delivered by Paramount to QVC on December 14, 1993.*
- (c) (21) -- Text of letter from QVC advisor to Paramount advisor, dated December 10, 1993.*
- (c) (22) -- Text of letter from Paramount advisor to QVC advisor, dated December 14, 1993.*
- (c) (23) -- Agreement and Plan of Merger, between Paramount and QVC, dated as of December 22, 1993.*
- (c) (24) -- Exemption Agreement, between Paramount and QVC, dated December 22, 1993.*
- (c) (25) -- Voting Agreement, dated December 22, 1993, among BellSouth, Comcast, Cox, Advance and Arrow.*
- (c) (26) -- First Amendment, dated as of December 27, 1993, to Agreement and Plan of Merger, between Paramount and QVC.*
- (c) (27) -- Letter Agreement, dated as of December 20, 1993, by and among QVC, Comcast, Cox, Advance and BellSouth.*

* Previously filed.

-8-

SIGNATURE

After due 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.

QVC NETWORK, INC.

By:/s/ Neal S. Grabell
Neal S. Grabell
Senior Vice President,
General Counsel and
Corporate Secretary

Dated: January 21, 1994

SIGNATURE

After due 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.

COMCAST CORPORATION

By:/s/ Julian A. Brodsky
Julian A. Brodsky
Vice Chairman

Dated: January 21, 1994

SIGNATURE

After due 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.

BELLSOUTH CORPORATION

By:/s/ Charles C. Miller, III
Charles C. Miller, III
Vice President-
Strategic Planning and Corporate
Development

EXHIBIT INDEX

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by and among QVC, Comcast, Cox, Advance and
BellSouth.*

(c) (28) -- Text of Letter, dated January 5, 1994, from
Paramount and agreed to by QVC.*

* Previously filed.

[LETTERHEAD OF WACHTELL, LIPTON, ROSEN & KATZ]

January 20, 1994

VIA FACSIMILE

Donald Oresman, Esq.
Paramount Communications Inc.
15 Columbus Circle
New York, New York 10023-7780

Dear Don:

I enclose herewith an analysis that Allen & Company has provided to QVC with respect to the QVC and Viacom offers. QVC believes that its offer continues to be superior to the Viacom offer and that it is the Paramount Board's fiduciary duty to continue to recommend the QVC offer.

Sincerely

/s/ Martin Lipton

Martin Lipton

Enclosure

cc: Messrs. Richard I. Beattie
Felix Rohatyn
(with enclosure)

MEMORANDUM

TO: QVC Network, Inc.

FROM: Allen & Company Incorporated

DATE: January 20, 1994

The following analysis is being provided to assist you in comparing the QVC-Paramount merger to the Viacom-Paramount and Viacom-Paramount-Blockbuster transactions.

Our analysis includes comparisons of:

1. Market value of the transactions
2. Financial soundness of the transactions
3. Consensus trading prices for post-merger securities of QVC and Viacom
4. Comparative liquidity of the common stocks of QVC and Viacom

We believe that beyond this quantitative analysis there are substantive qualitative factors that affect the integrity and value of the Viacom offer which involve the CVRs and VCRs being issued and the nature of the operations of Viacom and Blockbuster.

Paramount CVRs and Blockbuster VCRs are Ineffective and Detrimental

Paramount CVRs provide no additional downside protection to Paramount shareholders -- Viacom stock has already broken through \$38 collar

The CVRs and VCRs undermine the soundness of the securities to be issued by Viacom because they constitute a double collar threatening significant dilution for shareholders. This overhang creates an uncertain environment for Viacom stock

Viacom would only issue stock to satisfy the Paramount CVR if cash or debt were not available. In this scenario, by definition, Viacom would not be performing well, its stock would be under pressure and it would be the most dilutive time to issue shares

If Viacom stock were to trade at \$33 at the end of one year, as predicted by Wall Street analysts, Paramount CVRs and Blockbuster VCRs would represent an additional 53.1 million shares, or 13% of the pro forma shares outstanding

Given recent Viacom trading volumes, it would take approximately 1,316 trading days to sell this number of shares in the open market

Viacom Assets are Under Significant Pressure

MTV's international operations are rumored to be under attack by a new televised music video joint venture formed by Sony, Time Warner, Thorn EMI and Philips Electronics (WSJ 1/20/94)

- This venture would significantly limit and directly challenge international growth potential for MTV, its most significant growth market
- The joint venture partners control over 70% of world-wide music
- The venture highlights MTV's vulnerability as a distributor, rather than an owner or creator of product, because it threatens future pricing and availability of product

Showtime is a declining asset under pressure

- Encore, the newly formed, well capitalized and extremely aggressive pay channel, has signed both Disney and MCA to long-term contracts
- Showtime is left with limited programming; only MGM and Tri-Star under contract
- Movie Channel and Flix are negligible operations

Television production operation virtually discontinued

Viacom's aggressive litigation against the largest operators in the cable industry leaves the company in a vulnerable position with regard to distribution of new programming

With Blockbuster, Viacom Has Combined With a Low Technology, Capital Intensive Video Rental Business With a Limited Lifetime

Viacom shareholders paid a premium for a high-priced retail stock

- Blockbuster shares trading near all time highs when deal announced
- Merger values Blockbuster shares at 32x earnings of last twelve months ending 9/30/93, and 29x analyst earnings estimates for fiscal year ending December 31, 1993

Video on demand will virtually replace Blockbuster's current business

- Cable operators, Bell operating companies and recently long-distance carriers (MCI) are significantly increasing investment in the "information superhighway" while accelerating upgrade and installation time frames
- Recognizing the limited lifetime of its existing business, Blockbuster management has been seeking a merger partner or joint venture during the past few years, with little success

Blockbuster's entry into music retail will be difficult

- Low growth
- Low margins
- High capital expenditures
- Strong competition
- Music superstore concept already exists (this was not the case with video rental superstores). The best music retail locations already have superstores with existing name brand recognition

Blockbuster operations and growth are very capital intensive -- suited for a company with little leverage and significant free cash flow. Sustaining capital expenditures at levels necessary to grow the business will be problematic under a debt load in excess of \$9 billion

I. QVC Offer is Superior to that of Viacom

Per share value of QVC offer is \$4.50 greater than that of Viacom

Total value of QVC offer is approximately \$554 million greater than that of Viacom

<TABLE>
<CAPTION>

<S>	<C>	QVC Offer		Viacom Offer	
		Per Share <C>	Blended Per Share <C>	Per Share <C>	Blended Per Share <C>
Cash	50.1%	\$92.00	\$46.09	\$107.00	\$53.61
Stock (a)	49.9%	62.92	31.40	36.76	17.47
Preferred	49.9%	16.00	7.98	15.20	7.59
Warrant	49.9%	3.20	1.60	1.91	0.95
CVR	49.9%	--	--	5.91	2.95
		\$82.12	\$40.98	\$58.04	\$28.96
Total			\$87.07		\$82.57

(a) As of close, 1/20/94

</TABLE>

II. The Pro Forma QVC/PCI Entity Will Be More Financially Sound than VIA/BV/PCI or VIA/PCI

Maturity of Debt
(In Millions)

<TABLE>
<CAPTION>

<S>	VIA/BV <C>	QVC <C>
Short-term Debt due within one year	\$4,800	0
Debt or Preferred due 1-6 years	2,900	1,300
Debt or Preferred due within 6 years	\$7,700	\$1,300
Debt or Preferred due 6-10 years	1,100	1,370
Debt or Preferred due after 10 years	933	2,220
Total Debt or Preferred	\$9,733	\$4,890

</TABLE>

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Terms of Financing for Tender Offer
(In Millions)

<TABLE>
<CAPTION>

<S>	VIA/BV <C>	QVC <C>
Common Equity	none	\$1,750
Preferred	1,200	1,250
Short-term Debt	4,800	--
Long-term Debt	600	2,670
Total Debt	\$5,400	\$2,670

</TABLE>

Pro Forma Interest Coverages
(Calendar Year 1994)

<TABLE>
<CAPTION>

<S>	QVC/PCI <C>	VIA/PCI <C>	VIA/BV/PCI <C>
EBITDA/Interest	2.6x	2.2x	2.5x
EBITDA/Fixed Charges	2.6x	2.2x	2.4x
EBITDA/Interest with CVR (a)	2.6x	2.0x	2.4x
EBITDA/Fixed Charges with CVR (a)	2.6x	2.0x	2.3x

(a) Reflects additional interest costs if Viacom pays for Par-amount CVRs in notes at end of first year.

Blockbuster has heavy lease obligations which do not show up on the balance sheet as capitalized leases. Security analysts have recognized these lease obligations as a form of debt, which makes Blockbuster's capital structure more leveraged than it appears.

</TABLE>

III. Consensus Trading Prices for Post-Merger Securities of QVC and Viacom

The consensus opinion is that the combination of QVC's management team, its partners, and its increasingly profitable operations in the interactive world offer a more compelling vision than the VIA/BV combination.

<TABLE>
<CAPTION>

Expected 1994 EBITDA Multiple <S>	QVC/PCI <C>	VIA/BV/PCI <C>	VIA/PCI <C>
Oppenheimer	14-15x	13x	12x
Kidder Peabody	13x	12x	
UBS Securities	--	11x-12x	12x
Salomon Brothers	--	Not comfortable with 12.5x - 13.5x (Hold)	13x
SG Warburg	15x	--	13x

<TABLE>

Calculation of Pro Forma Stock Price <S>	<C>	<C>	<C>
1994 EBITDA (a) estimates	\$790	\$1,670	\$1,160
Expected EBITDA multiple (a)	15x	13x	13x
Net Firm Value	\$11,850	\$21,710	\$15,080
Less Net Debt	4,890	9,733	8,633
Equity Value	\$ 6,960	\$11,977	\$ 6,447
Implied Price Per Share	\$43	\$33 (b)	\$32 (b)
Implied Price Per Share with CVRs and VCRs		\$30 (b)	\$29 (b)

(a) Based on Wall Street analyst estimates

(b) Represents weighted price for Viacom "A" and "B" shares.
The non-voting "B" shares, which Paramount holders are

receiving, will trade at a discount to the voting "A" shares
 </TABLE>

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IV. Blockbuster and Paramount Mergers Will Flood Market with Viacom Shares of Limited Liquidity

Pro Forma Shares Outstanding
 (In Millions)

<TABLE>
 <CAPTION>

<S>	Closely Held <C>	Presently Traded <C>	Issued To Public <C>	Total <C>
Viacom				
Viacom Shares Currently Outstanding:	91.3	29.2	--	120.5
New Viacom Shares Issued:				
Viacom Shares Issued to BV	--	--	169.5	169.5
Viacom Shares Issued to PCI	--	--	57.1	57.1
Viacom Shares Issued for BV VCR (a)	--	--	34.1	34.1
Viacom Shares Issued for PCI CVR (a)	--	--	17.3	17.3
Total Viacom Shares	91.3	29.2	278.0	398.5
QVC				
QVC Shares Outstanding	25.3	25.1	--	50.4
QVC Shares Issued to Partners	29.2	--	--	29.2
QVC Shares Issued to PCI	--	--	88.7	88.7
Total QVC Shares	54.5	25.1	88.7	168.3

(a) Assumes average Viacom "B" price of \$33 after one year.

Viacom shares issued to Paramount and Blockbuster shareholders and those subject to distribution are 9.5x the number of shares presently held by Viacom public shareholders. In contrast, QVC shares to be issued are only 3.5x the number presently held by QVC public shareholders.

</TABLE>

Comparison of Daily Trading Volumes
Since Announcement of Deals

<TABLE>

<CAPTION>

<S>	<C>	QVC	<C>	Viacom
Average Weekly Volume		3,495,335		1,055,865
Average Daily Volume		699,067		211,173
New Shares Issued to Public		88,700,000		278,000,000
Trading Days Needed to Trade All of Newly Issued Shares		127 days		1,316 days

</TABLE>

Even assuming the artificially high trading volumes of the stocks since the deal was announced, it would take over 5 years to trade the new Viacom shares issued to the market and six months to trade the new QVC shares issued to the market.

