

Edgar Filing: LENDINGTREE INC - Form SC 13G/A

LENDINGTREE INC
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)*

LendingTree, Inc.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

52602Q-10-5

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Exchange Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

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Page 1 of 19 Pages

CUSIP No. 52602Q-10-5

13G

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

GE Capital Residential Connections Corporation
56-1661562

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

CO

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Page 2 of 19 Pages

CUSIP No. 52602Q-10-5

13G

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

GE Capital Mortgage Corporation
06-1075848

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0 (includes all shares beneficially owned by GE Capital Corporation)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0 (includes all shares beneficially owned by GE Capital Corporation)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (includes all shares beneficially owned by GE Capital Residential Connections Co

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%

12 TYPE OF REPORTING PERSON

CO

Page 3 of 19 Pages

Edgar Filing: LENDINGTREE INC - Form SC 13G/A

CUSIP No. 52602Q-10-5

13G

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

General Electric Capital Assurance Company
91-6027719

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%

12 TYPE OF REPORTING PERSON

CO; IC

Page 4 of 19 Pages

CUSIP No. 52602Q-10-5

13G

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

GNA Corporation
91-1277112

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

	5	SOLE VOTING POWER
		Disclaimed (see 9 below)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		Disclaimed (see 9 below)
	7	SOLE DISPOSITIVE POWER
		Disclaimed (see 9 below)
	8	SHARED DISPOSITIVE POWER
		Disclaimed (see 9 below)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares is disclaimed by GNA Corporation.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Not applicable (see 9 above)

12 TYPE OF REPORTING PERSON

CO; IC

CUSIP No. 52602Q-10-5

13G

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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GE Financial Assurance Holdings, Inc.
54-1829180

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	5 SOLE VOTING POWER Disclaimed (see 9 below)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER Disclaimed (see 9 below)
	7 SOLE DISPOSITIVE POWER Disclaimed (see 9 below)
	8 SHARED DISPOSITIVE POWER Disclaimed (see 9 below)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Beneficial ownership of all shares is disclaimed by GE Financial Assurance Holding
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 Not applicable (see 9 above)
12	TYPE OF REPORTING PERSON CO; IC

Page 6 of 19 Pages

CUSIP No. 52602Q-10-5	13G
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) General Electric Capital Corporation 13-1500700
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER	
		0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
		0 (includes all shares beneficially owned by GE Capit	
	7	SOLE DISPOSITIVE POWER	
		0	
	8	SHARED DISPOSITIVE POWER	
		0 (includes all shares beneficially owned by GE Capit	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (includes all shares beneficially owned by GE Capital Mortgage Corporation)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

CO

Page 7 of 19 Pages

CUSIP No. 52602Q-10-5

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

General Electric Capital Services, Inc.
06-1109503

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

	5	SOLE VOTING POWER
		Disclaimed (see 9 below)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		Disclaimed (see 9 below)
	7	SOLE DISPOSITIVE POWER
		Disclaimed (see 9 below)
	8	SHARED DISPOSITIVE POWER
		Disclaimed (see 9 below)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	Beneficial ownership of all shares is disclaimed by General Electric Capital Se	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	Not applicable (see 9 above)	
12	TYPE OF REPORTING PERSON	
	CO	

Page 8 of 19 Pages

	CUSIP No. 52602Q-10-5	13G
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	General Electric Company 14-0689340	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	New York	
	5	SOLE VOTING POWER

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		Disclaimed (see 9 below)
NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		Disclaimed (see 9 below)
	7	SOLE DISPOSITIVE POWER
		Disclaimed (see 9 below)
	8	SHARED DISPOSITIVE POWER
		Disclaimed (see 9 below)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	Beneficial ownership of all shares is disclaimed by General Electric Company.	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	Not applicable (see 9 above)	
12	TYPE OF REPORTING PERSON	
	CO; HC	

Page 9 of 19 Pages

CUSIP No. 52602Q-10-5 13G

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	CNBC.com LLC 13-40888958	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	5	SOLE VOTING POWER
	0	
NUMBER OF SHARES	6	SHARED VOTING POWER

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		170,250
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		170,250
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		170,250
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
		0.9%
12	TYPE OF REPORTING PERSON	
		OO
Page 10 of 19 Pages		
	CUSIP No. 52602Q-10-5	13G
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	National Broadcasting Company, Inc. 14-1682529	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
		Delaware
	5	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		170,250 (includes all shares beneficially owned by CN
	7	SOLE DISPOSITIVE POWER

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PERSON
WITH

0

8 SHARED DISPOSITIVE POWER

170,250 (includes all shares beneficially owned by CN

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

170,250 (includes all shares beneficially owned by CNBC.com LLC)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.9%

12 TYPE OF REPORTING PERSON

CO

Page 11 of 19 Pages

CUSIP No. 52602Q-10-5

13G

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

National Broadcasting Company Holding, Inc.
13-3448662

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Disclaimed (see 9 below)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

Disclaimed (see 9 below)

7 SOLE DISPOSITIVE POWER

Disclaimed (see 9 below)

8 SHARED DISPOSITIVE POWER

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Disclaimed (see 9 below)

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	Beneficial ownership of all shares is disclaimed by National Broadcasting Compa
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	Not applicable (see 9 above)
12	TYPE OF REPORTING PERSON
	CO

Page 12 of 19 Pages

Item 1(a). Name of Issuer:

LendingTree, Inc., a Delaware corporation (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

11115 Rushmore Drive, Charlotte, North Carolina 28277

Item 2(a). Name of Person Filing:

This statement is being filed by each of:

GE Capital Residential Connections Corporation ("GECRCC")
GE Capital Mortgage Corporation ("GECMC")
General Electric Capital Assurance Company ("GECAC")
GNA Corporation ("GNA")
GE Financial Assurance Holdings, Inc. ("GEFAH")
General Electric Capital Corporation ("GE Capital")
General Electric Capital Services, Inc. ("GECS")

CNBC.com LLC ("CNBCCOM")
National Broadcasting Company, Inc. ("NBC")
National Broadcasting Company Holding, Inc. ("NBCH")

General Electric Company ("GE")

GECRCC is a wholly-owned subsidiary of GECMC; GECMC is a wholly-owned subsidiary of GE Capital; GECAC is a wholly-owned subsidiary of GNA; GNA is a wholly-owned subsidiary of GEFAH; GEFAH is a wholly-owned subsidiary of GE Capital; GE Capital is a subsidiary of GECS; and GECS is a wholly-owned subsidiary of GE. CNBCCOM is a majority-owned subsidiary of NBC; NBC is a wholly-owned subsidiary of NBCH; and NBCH is a wholly-owned subsidiary of GE.

GE RCC, GECMC, GECAC, GNA, GEFAH, GE Capital, GECS, CNBCCOM, NBC, NBCH and GE are referred to herein collectively as the "Reporting Persons".

An agreement among the Reporting Persons that this statement be filed on behalf of each of them is attached hereto as Exhibit 1.

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Item 2(b). Address of Principal Business Office or, if None, Residence:

The principal business offices of GECRCC and GECMC are located at 6601 Six Forks Road, Raleigh, North Carolina 27615. The principal business offices of GECAC, GNA and GEFAH are located at 6604 West Broad Street, Richmond, Virginia 23230. The principal business offices of GE Capital and GECS are located at 260 Long Ridge Road, Stamford, Connecticut 06927. The principal business office of CNBCCOM is located at 2200 Fletcher Avenue, Fort Lee, New Jersey 07024. The principal business offices of NBC and NBCH are located at 30 Rockefeller Plaza, New York, New York 10112. The principal business office of GE is located at 3135 Easton Turnpike, Fairfield, Connecticut 06431.

Item 2(c). Citizenship:

Each of GECRCC, GECMC, GECAC, GEFAH, GE Capital, GECS, NBC and NBCH is a Delaware corporation. GE is a New York corporation. CNBCCOM is a Delaware limited liability company. GNA Corporation is a Washington corporation.

Page 13 of 19 Pages

Item 2(d). Title and Class of Securities:

Common stock, \$.01 par value per share, of the Issuer (the "Common Stock")

Item 2(e). CUSIP Number:

52602Q-10-5

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act
- (d) Investment company registered under Section 8 of the Investment Company Act
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act

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(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership.

(a) The responses of the Reporting Persons to Row (9) of the cover pages of this statement on Schedule 13G are incorporated herein by reference. The shares of Common Stock beneficially owned by CNBCCOM are represented by warrants that are currently exercisable.

(b) The responses of the Reporting Persons to Row (11) of the cover pages of this statement on Schedule 13G are incorporated herein by reference. As of December 31, 2001, CNBCCOM, and NBC beneficially owned in the aggregate 170,250 shares of Common Stock, representing approximately 0.9% of the Common Stock (based on the number of shares outstanding as of October 31, 2001 (19,067,281 shares), as reported in the Issuer's Form 10-Q for the quarterly period ended September 30, 2001), determined in accordance with Rule 13d-3(d)(1).

(c) The responses of the Reporting Persons to Rows (5) through (8) of the cover pages of this statement on Schedule 13G are incorporated herein by reference.

GECRCC, GECMC, GECAC, and GE Capital disclaim beneficial ownership of the shares of Common Stock beneficially owned by CNBCCOM and NBC.

Neither the filing of this Schedule 13G or any amendment thereto, not anything contained herein is intended as, or should be construed as, an admission that GNA, GEFAH, GECS, NBCH or GE is the beneficial owner of any shares of Common Stock.

Page 14 of 19 Pages

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

- (a) Not applicable.
- (b) Not applicable.

Page 15 of 19 Pages

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 11, 2002

GE CAPITAL RESIDENTIAL CONNECTIONS CORPORATION

By: Theodore F. Weiland

Name: Theodore F. Weiland
Title: Senior Vice President

GE CAPITAL MORTGAGE CORPORATION

By: Theodore F. Weiland

Name: Theodore F. Weiland
Title: Senior Vice President

GENERAL ELECTRIC CAPITAL ASSURANCE COMPANY

By: Leon E. Roday

Name: Leon E. Roday
Title: Executive Vice President and General Counsel

GNA CORPORATION

By: Leon E. Roday

Name: Leon E. Roday
Title: Senior Vice President, General Counsel and Secretary

GE FINANCIAL ASSURANCE HOLDINGS, INC.

By: Leon E. Roday

Name: Leon E. Roday
Title: Senior Vice President, General Counsel and
Secretary

Page 16 of 19 Pages

GENERAL ELECTRIC CAPITAL CORPORATION

By: Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Dept. Operations Manager

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-fact*

GENERAL ELECTRIC COMPANY

By: Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-fact*

* Power of Attorney appointing Jonathan K. Sprole as agent and attorney-in-fact for General Electric Capital Services, Inc. and General Electric Company, dated February 22, 2000 (incorporated by reference to initial Schedule 13D, dated February 13, 2001).

Page 17 of 19 Pages

CNBC.com LLC

By: Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

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NATIONAL BROADCASTING COMPANY, INC.

By: Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

NATIONAL BROADCASTING COMPANY HOLDING, INC.

By: Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

Page 18 of 19 Pages

EXHIBIT INDEX

Exhibit No. -----	Description -----
1	Joint Filing Agreement, dated February 13, 2001, among GECRCC, GECMC, GECAC, GNA, GEFAH, GE Capital, GECS, GE, CNBCCOM, NBC and NBCH (incorporated by reference to initial Schedule 13D, dated February 13, 2001).

Page 19 of 19 Pages