

3. The following is a numbered list of these documents (the parentheticals below indicate the deposition and exhibit number for those documents previously marked as deposition exhibits):

Corporate Documents

- Ex. 1 -- Agreement and Plan of Merger between Viacom and Paramount, dated September 12, 1993 (Pattison Ex. 21)
- Ex. 2 -- Stock Option Agreement between Viacom and Paramount dated September 12, 1993 (P20073-20088)
- Ex. 3 -- Amended and Restated Agreement and Plan of Merger between Viacom and Paramount dated October 24, 1993 (Dauman Ex. 5)
- Ex. 4 -- Amendment No. 1 to Stock Option Agreement, dated October 24, 1993 (V003847)

SEC Filings

- Ex. 5 -- QVC Offer to Purchase, dated October 27, 1993 (Small Ex. 1)
- Ex. 6 -- Viacom Offer to Purchase, dated October 25, 1993 (Silberman Ex. 2)
- Ex. 7 -- Amendment No. 1 to Paramount's Schedule 14D-9, dated October 25, 1993, relating to Viacom's Offer to Purchase (Pattison Ex. 18)
- Ex. 8 -- Paramount Schedule 14D-9, dated November 8, 1993, relating to QVC's Offer to Purchase (Davis Ex. 13)
- Ex. 9 -- Draft Proxy Statement filed with the SEC by Viacom and Paramount, dated September 30, 1993 (Oresman Ex. 5)
- Ex. 10 -- 1992 Paramount Annual Report

Internal Paramount Documents

- Ex. 11 -- July 7, 1993 Paramount Executive Committee Minutes (Silberman Ex. 1)
- Ex. 12 -- September 9, 1993 Paramount Board Minutes (Silberman Ex. 4)
- Ex. 13 -- September 12, 1993 Paramount Board Minutes (Silberman Ex. 9)
- Ex. 14 -- September 27, 1993 Paramount Board Minutes (Silberman Ex. 14)

- Ex. 15 -- Martin Davis script for September 27, 1993 Paramount Board meeting (Silberman Ex. 12)
- Ex. 16 -- October 11, 1993 Paramount Board Minutes (Silberman Ex. 18)
- Ex. 17 -- Martin Davis script for October 11, 1993 Paramount Board Meeting (Silberman Ex. 17)
- Ex. 18 -- October 24, 1993 Paramount Board Minutes (Pattison Ex. 12)
- Ex. 19 -- Martin Davis script for October 24, 1993 Paramount Board Meeting (Silberman Ex. 20)
- Ex. 20 -- Donald Oresman note to Paramount directors, dated October 28, 1993 (P81732)
- Ex. 21 -- Paramount/Viacom Joint Press Release issued September 12, 1993 (Redstone Ex. 2)
- Ex. 22 -- Transcript of September 13, 1993 Paramount/Viacom Press Conference
- Ex. 23 -- Joint Davis/Redstone press statement issued September 16, 1993 (Redstone Ex. 3)
- Ex. 24 -- Paramount Letter to Shareholders, dated September 17, 1993 (P190143)
- Ex. 25 -- Paramount Press Release dated September 20, 1993 (Silberman Ex. 11)
- Ex. 26 -- Paramount Press Release dated September 20, 1993 (V401)
- Ex. 27 -- Paramount Press Release dated September 27, 1993 (V399)
- Ex. 28 -- Press Statement issued by Davis on September 27, 1993 (Silberman Ex. 16)
- Ex. 29 -- Paramount Press Release dated October 5, 1993 (V395)
- Ex. 30 -- Paramount Press Release dated October 11, 1993 (Davis Ex. 12)
- Ex. 31 -- Paramount statement to Wall Street Journal dated October 19, 1993 (V8942)
- Ex. 32 -- Joint Paramount/Viacom Press Release dated October 24, 1993 (V351)
- Ex. 33 -- Biographical information on Martin Davis (P19003A-P19003H)
- Ex. 34 -- October 24, 1993 letter from Oresman to Paramount Board (P80789)

- Ex. 35 -- Transcript of October 25, 1993 Paramount/Viacom Press Conference
- Ex. 36 -- Paramount proposal for amended merger agreement (Pattison Ex. 17)
- Ex. 37 -- "Merger Issues" memo dated September 15, 1993 (Pattison Ex. 15)
- Ex. 38 -- Chronology of meetings between Viacom and Paramount, as set forth in October 14, 1993 letter from Simpson, Thacher & Bartlett to the SEC (Oresman Ex. 1)

QVC/Paramount Correspondence

- Ex. 39 -- September 20, 1993 letter from Diller to Davis (Silberman Ex. 10)
- Ex. 40 -- September 26, 1993 letter from Diller to Davis (Pattison Ex. 22)
- Ex. 41 -- October 13, 1993 letter from Oresman to Martin Lipton with attached schedules (Allen Ex. 10; Small Ex. 4)
- Ex. 42 -- October 20, 1993 letter from Lipton to Oresman (Pattison Ex. 19)
- Ex. 43 -- October 20, 1993 letter from Oresman to Lipton (Pattison Ex. 19)
- Ex. 44 -- October 20, 1993 letter from Lipton to Oresman (Pattison Ex. 19)
- Ex. 45 -- October 20, 1993 letter from Oresman to Lipton (Pattison Ex. 19)
- Ex. 46 -- October 28, 1993 letter from Diller to Paramount Board (Small Ex. 2)
- Ex. 47 -- October 29, 1993 letter from Oresman to Diller (Liedtke Ex. 13)
- Ex. 48 -- QVC's Fair Bidding Process proposal dated November 1, 1993 (Silberman Ex. 25)
- Ex. 49 -- November 1, 1993 letter from Oresman to Lipton (Silberman Ex. 26)

Lazard Documents

- Ex. 50 -- Principal terms of Viacom/Paramount Agreement and Plan of Merger (L008931)
- Ex. 51 -- Lazard draft chronology of Viacom/Paramount negotiations (Rohatyn Ex. 2)
- Ex. 52 -- Lazard engagement letter, fairness opinion and indemnification agreement all dated September 12, 1993 (Rohatyn Ex. 3)

- Ex. 53 -- Lazard Presentation to Paramount Board dated September 9, 1993 (Silberman Ex. 5)
- Ex. 54 -- Lazard Presentation to Paramount Board dated September 12, 1993 (Silberman Ex. 8)
- Ex. 55 -- Lazard Presentation to the Paramount Board dated September 27, 1993 (Silberman Ex. 13)
- Ex. 56 -- Viacom stock price and volume analysis (Rattner Ex. 3)
- Ex. 57 -- Lazard August 20, 1993 memo to Davis, Jaffe, Nelson, Oresman and Hull, regarding Viacom stock activity (Silberman Ex. 6)
- Ex. 58 -- Lazard memo to Davis, Jaffe, Nelson, Oresman and Hull dated August 10, 1993, regarding Viacom stock activity (Rattner Ex. 2)
- Ex. 59 -- Lazard Book - Materials for Discussion, dated August 23, 1993 (Rattner Ex. 5)
- Ex. 60 -- List of "Structural Alternatives" (Rattner Ex. 6)
- Ex. 61 -- Handwritten notes from September 7, 1993 (Rattner Ex. 7)
- Ex. 62 -- Lazard pages for Paramount Board Meeting October 24, 1993 (Rattner Ex. 12)

Viacom Documents

- Ex. 63 -- April 8, 1993 letter from Redstone to Greenhill (Redstone Ex. 1)
- Ex. 64 -- Fascimile Transmission from Greenhill to Redstone dated April 14, 1993, with March 29, 1993 Corporate Acquisitions article attached (V008959-61)
- Ex. 65 -- Memo from Dauman to Greenhill (undated) (Silberman Ex. 7)
- Ex. 66 -- Smith Barney analysis of Redstone's purchases of Viacom stock (Greenhill Ex. 9, 10, 11)
- Ex. 67 -- September 13, 1993 Press Conference -- Redstone's prepared statement (Redstone Ex. 5)
- Ex. 68 -- September 13, 1993 and September 29, 1993 Viacom memo from Redstone and Biondi to all employees (Greenhill Ex. 6, 7)

Press Reports

- Ex. 69 -- Wall Street Journal article dated March 11, 1993
- Ex. 70 -- Reuters Business Report article dated March 12, 1993
- Ex. 71 -- Los Angeles Times article dated June 26, 1993 (Pattison Ex. 4)
- Ex. 72 -- Wall Street Journal article dated June 28, 1993 Article (Pattison Ex. 5)
- Ex. 73 -- USA Today article dated July 2, 1993 (Pattison Ex. 6)
- Ex. 74 -- Transcript of September 13, 1993 Moneyline program
- Ex. 75 -- Wall Street Journal article dated September 13, 1993
- Ex. 76 -- Wall Street Journal article dated September 20, 1993
- Ex. 77 -- Reuters Library Report dated September 20, 1993 Redstone Exhibit 4)
- Ex. 78 -- New York Times article dated September 27, 1993 (Davis Ex. 9)
- Ex. 79 -- Wall Street Journal article dated September 27, 1993 (Davis Ex. 10)
- Ex. 80 -- Reuters Information Service article dated September 28, 1993 (Davis Ex. 11)
- Ex. 81 -- New Yorker article dated October 4, 1993 (V003981-3985)
- Ex. 82 -- New York Times article dated October 26, 1993
- Ex. 83 -- New York Times article dated November 4, 1993

Miscellaneous

- Ex. 84 -- April 29, 1993 letter from Davis to Malone (Davis Ex. 1)
- Ex. 85 -- August 16, 1993 letter from Redstone to Greenhill (Silberman Ex. 3)
- Ex. 86 -- Booz-Allen Board Book and Appendix (Silberman Ex. 22)
- Ex. 87 -- Lazard chronology (L004928)
- Ex. 88 -- Paramount Schedule 14D-9 dated October 25, 1993 Relating to the Viacom Offer to Purchase (Dauman Ex. 6)
- Ex. 89 -- Lazard's analysis of "No Shop" and Break-Up Fee Provisions in Recent White Knight Transactions (L008956)

- Ex. 90 -- Materials Presented to Paramount Board on October 24, 1993 (Pattison Ex. 16).
- Ex. 91 -- Smith Barney Fairness Opinion to Viacom Board (Greenhill Ex. 15)
- Ex. 92 -- Typewritten Notes (Oresman Exhibit 7)
- Ex. 93 -- Typewritten Notes ("Paramount Proposal") (Oresman Exhibit 8)
- Ex. 94 -- Confidentiality Letter Agreement dated October 15, 1993 from QVC to Paramount
- Ex. 95 -- Confidentiality Letter Agreement dated October 12, 1993 from Paramount to QVC

4. The documents contained in the above list are documents marked as exhibits at deposition; documents produced by the parties in discovery; true and correct copies of documents publicly filed with the SEC; or press reports obtained from public sources. Finally, counsel for QVC has prepared two verbatim transcripts of news conferences, the tapes of which were produced to QVC by Paramount in document production. These tapes were transcribed under the supervision of Gail Edelman, a paralegal employed by QVC's New York counsel, and she has certified to me that the transcriptions are true and correct in all respects.



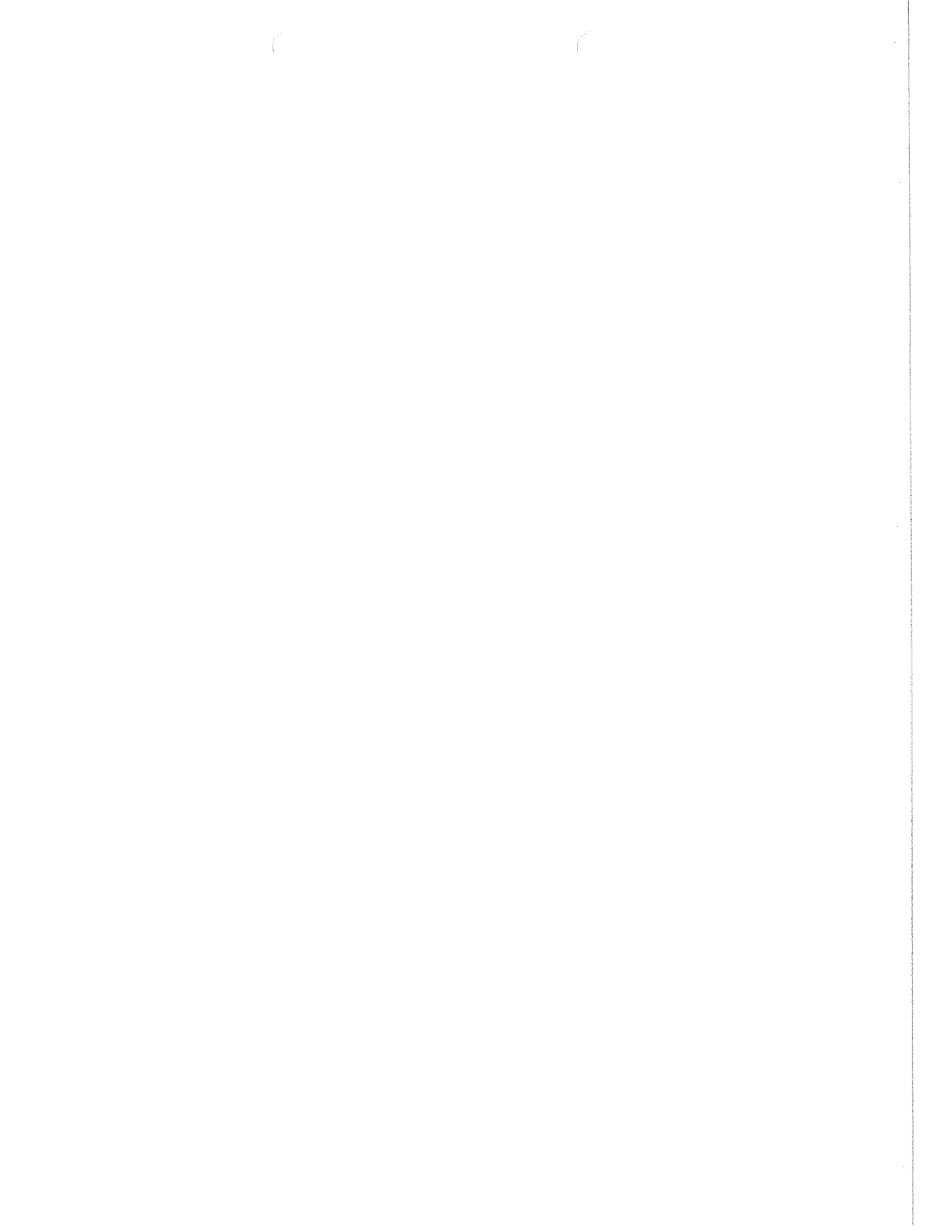
 David C. McBride

Sworn to before me this
 11th day of November, 1993



 Notary Public

GEORGE T. CONWAY III
NOTARY PUBLIC, State of New York
 No. 31-4997150
 Qualified in New York County
 Commission Expires June 1, 1994



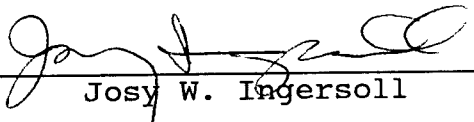
CERTIFICATE OF SERVICE

I, Josy W. Ingersoll, hereby state that I caused the foregoing document to be served on the persons listed below by causing true copies thereof to be delivered at the addresses shown on November 11, 1993:

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Josy W. Ingersoll