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IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN AND FOR NEW CASTLE COUNTY

QVC NETWORK, INC., Plaintiff, v. PARAMOUNT COMMUNICATIONS INC., VIACOM INC., MARTIN S. DAVIS, GRACE J. FIPPINGER, IRVING R. FISCHER, BENJAMIN L. HOOKS, FRANZ J. LUTOLF, JAMES A. PATTISON, IRWIN SCHLOSS, SAMUEL J. SILBERMAN, LAWRENCE M. SMALL, and GEORGE WEISSMAN, Defendants.	C.A. No. 13208 AFFIDAVIT OF GEORGE WEISSMAN

STATE OF NEW YORK)
: ss.:
COUNTY OF WESTCHESTER)

GEORGE WEISSMAN, being duly sworn, deposes and says:

1. I am a retired Chairman and Consultant of Philip Morris Companies, Inc. In addition, I am a member of the Board of Directors of Paramount Communications Inc. ("Paramount") and also a member of the Compensation Committee. I have been a Board member since 1984. This affidavit is based upon my own personal knowledge. I make this affidavit in response to the motion for a preliminary injunction filed by QVC Network, Inc. ("QVC"), which seeks to prevent Paramount from consummating a merger with Viacom Inc. ("Viacom"), its strategic partner.

2. I originally joined Philip Morris in 1952 and was elected Chairman and Chief Executive Officer in 1978, a position that I held until July 1, 1984 when I became Chairman of the Executive Committee. I held this position until May 1, 1987.

3. In addition to serving as a Board member of Paramount, I am a director of Avnet, Incorporated. I am also Chairman of Lincoln Center for the Performing Arts, Inc.

4. Because I have been on Paramount's Board since early 1984, I have a broad perspective on the way the company has evolved over the years. When I joined the Board in early 1984, it was an exciting time. The company's restructuring was in its earliest stages under the new management team led by Martin Davis, whose long-range view for the company was an impressive one. From then until today (and looking forward to the future), the company and Mr. Davis have energetically pursued the vision of shaping the company into a focused entertainment and publishing enterprise.

5. When I arrived, the first phase of this restructuring was already being implemented by the sale of a large number of business units that did not perform sufficiently well. Among the businesses sold were natural resource, manufacturing, and sugar-growing businesses. In the same period, the company divested its large securities portfolio. The proceeds from these divestitures went to reduce debt and to build our central entertainment and publishing businesses.

6. The next step was to enhance the value of the company's Consumer and Industrial Products Group to obtain the best return for stockholders. The Group included nearly a hundred diverse business units, such as auto parts distribution and apparel. This phase was successfully accomplished in late 1985, when we sold the Group for roughly $1 billion. In addition to bringing value to the stockholders, the sale of the Group contributed to our continuing goal to divest businesses outside of the entertainment and publishing core.

7. With the sale of our financial services business, The Associates, in 1989, the company was finally transformed into a unified entertainment and publishing business, unfettered by unrelated businesses. This transformation was symbolized by the change in the company's name, from Gulf+Western to Paramount Communications Inc.

8. That same year Paramount tried to buy Time Inc. The rationale underlying that move was to strengthen and grow the company by combining with another entertainment and publishing company with compatible assets. We believed that the additional size, new assets and synergies between the companies' businesses would advance Paramount's continuing strategy.

9. Paramount was unsuccessful in trying to acquire Time Inc. Since then, Paramount has made numerous strategic moves, all consistent with the central strategy of building and strengthening our focused entertainment and publishing

operations. In addition to whatever other moves have been made, however, ever since we failed to acquire Time Inc., Paramount and Martin Davis have continued looking for the right opportunity.

10. Mr. Davis has always kept the Board members up to date on his thoughts and discussions concerning possible opportunities for the company. For at least the last three or four years, we have spoken on a regular basis. During these conversations, Mr. Davis has recounted his thoughts about, for example, acquisition and merger possibilities. If Mr. Davis was having discussions with someone from another company about a possible combination, he would describe those discussions during our conversations.

11. Indeed, over the last several years, Mr. Davis mentioned to me more than once that he was thinking about a possible combination involving Viacom, and, in some cases, that he had had conversations with Sumner Redstone about such a possible combination.

12. During these regular conversations with Mr. Davis, I learned that he had had discussions with Mr. Redstone in the spring and summer of this year about a possible combination of Paramount and Viacom. I understood that the discussions had broken down more than once, apparently because of a failure to agree on price. Mr. Davis told me that in any business combination, he was looking to obtain value for Paramount's

stockholders in the range of $70 a share, whereas Mr. Redstone was coming in in the low $60 range.

13. In the first week in September, I received a phone call from Mr. Davis telling me that discussions were underway again with Mr. Redstone, and that the subject would be covered in great detail at our scheduled Board meeting on September 9.

14. In fact, at the September 9 meeting, we had an exhaustive presentation and discussion about the terms of the proposed transaction. We were told that the negotiations had been very tough, and that Mr. Redstone was insisting on a substantial stock option and a termination fee, both of which he said were non-negotiable aspects of any deal. We spent quite a lot of time talking about price-related issues.

15. We also talked about a variety of issues concerning the fact that under the terms of the proposed transaction, voting control of the merged company would reside with Mr. Redstone. Because he would have such control, I viewed the fact that the consideration for Paramount's stockholders was made up largely of non-voting Viacom stock as not being very significant. We also discussed at length what might happen under certain scenarios, for example, if Mr. Redstone were to die. From the discussion, I understood that the present premium over market that was to be obtained for the stock was designed to compensate for these future issues.

16. Based on our discussions on September 9, my preliminary view was that the Viacom proposal sounded extremely attractive, and that such a merger would be a logical next step in the ongoing business strategy that I have described above.

17. We met again on September 12 to consider the proposed merger. A substantial part of that meeting was spent reviewing, one page after the next, the very detailed written financial analyses from Lazard. Mr. Rohatyn, Mr. Rattner and Mr. Ezersky all spoke, describing and explaining their analyses.

18. We spent a good deal of time talking about the issue of price. We were told again that the negotiations on this issue had been very hard fought, and the price obtained was the best that could be gotten from Viacom at that time. There were questions about the possibility of a collar, which I recall being told that Viacom refused to agree to. The analyses of Viacom that I had seen convinced me that that company had real value behind it, and therefore I was not greatly concerned about the possibility of day to day shifts in stock price.

19. At that meeting, we also talked about the possibility that the announcement of a merger with Viacom might inspire other interest. We talked about a number of companies that might express interest, including QVC. The consensus was that it was unlikely that anyone else would actually come forward. In addition, we talked about what our fiduciary obligations to our stockholders might require if anyone else did

come forward. I understood that the Board had the right to withdraw our recommendation of the proposed merger, and that in any event, if the stockholders did not approve of the Viacom deal (whether because of another alternative or any other reason), they could simply defeat the deal in a vote.

20. By the end of the discussion, I felt very fully informed and was confident that the transaction was a very good deal for Paramount's shareholders. Subsequent developments have not changed my view on that subject.

21. After QVC made its approach, I participated in the discussions of how to respond. In light of our contractual obligations under the merger agreement, I thought it was completely appropriate to require QVC to come forward with more than just bare assertions about their financing.

22. I was pleased when I learned that Viacom had agreed to revisions in the merger agreement that gave Paramount additional flexibility -- particularly because I understand that when Viacom first approached our advisors about possibly increasing the value they would offer, they also wanted to revise the agreement in ways that curtailed our flexibility. It was clear to me that the proposed revisions increasing the consideration, and simultaneously giving Paramount more leeway to consider alternative transactions and more control over whether and for whom to lift our shareholder rights plan, made the transaction even more attractive for our stockholders. With

regard to the stock option and termination fee, I understood that Viacom still viewed those terms as non-negotiable -- which, frankly, I believe is reasonable, given that Viacom had devoted very substantial time and expense in bringing the deal to the table and then agreeing to improve it significantly from Paramount's point of view. Accordingly, I voted in favor of the amendment of the transaction.

23. I have now had the opportunity to observe and participate in nearly ten years of Paramount's growth and development. I have seen us grow into an important entertainment and publishing company. Now, I see us poised to take the next step -- Paramount's merger with Viacom -- which will ensure our position as a global leader in entertainment and publishing. Our pursuit of our long-term strategy has continued without interruption since 1983. QVC's current attempt to block our strategic merger with a carefully selected, uniquely compatible partner -- Viacom -- is, in my view, an unjustified interruption of our corporate strategy.

George Weissman

George Weissman

Sworn to before me this

13th day of November, 1993.

Notary Public

Qualified in New York County
Certificate filed in New York County
Commission Expires in August 24, 1994