Jaffe, Paramount's president and chief operating officer.

Biondi has headed Viacom since Redstone acquired the company in 1987, while Jaffe assumed his current title in February of 1991.

"The exact roles are not known yet," says Redstone. "Martin and I discussed it and our point of view is simple. We don't care who came from where. The question is: What particular piece of management has the best skills to handle all the assets? I'm telling you this is not going to be too complicated. For one thing, the Paramount people are going to be in this building."

Before Paramount Viacom can make its first acquisition, it may have to fight to keep the hugely successful USA Network within the fold.

Currently, USA is owned jointly by MCA and Paramount. When the two companies formed that partnership, they signed a non-compete clause that prohibits either of the parties from owning another general entertainment network.

Sources say MCA is already claiming that Paramount Viacom's ownership of MTV, Nickelodeon, Lifetime and Comedy Central would put the new corporation in breach of the partnership agreement.

The problem could lead to a breakup of the partnership, but neither side is likely to want to let the network go. Industry analysts estimate that gross advertising revenue at the basic cable network will total $300 million this year and subscriber revenues $160 million. Net revenue is estimated at more than $400 million, and cash flow at nearly $90 million.

USA is also a valuable outlet for syndicated off-network programming.

MCA shows on USA have included "Miami Vice" and "Quantum Leap." Paramount recently sold the network rights of "Wings," and its "MacGyver" currently plays on the channel.

It is unclear whether another battle will take place over the Sci-Fi Channel, also jointly owned by Paramount and MCA. Sci-Fi Channel, according to analysts, will have gross ad revenue in the $8 million-$9 million range, subscriber fees of about $8 million and negative cash flow of about $35 million.

Redstone has also indicated he would like to acquire the 57% of the Lifetime cable network that is held by Capital Cities/ABC and Hearst Entertainment. Capital Cities/ABC, however, has shown no sign that it wants to sell off its interest. Indeed, sources close to ABC say the network would like to acquire more of Lifetime.

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**Paramount Viacom International Inc.**

What the new media giant will look like

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**ENTERTAINMENT**

**MOTION PICTURES**

- Paramount Pictures, production and U.S. distribution
- United International Pictures, foreign distribution (50% interest)
- Paramount Home Video, U.S. distribution
- CIC Video, international distribution
- Film library (more than 890 titles)

**TELEVISION**

- Network TV production (10 series, 1993-94 season)
- Paramount first-run syndication (26 hours per week): Star Trek: The Next Generation, Entertainment Tonight, Arsenio Hall Show, Hard Copy, Maury Povich, Star Trek: Deep Space Nine, The Untouchables, Montel Williams, This Morning's Business
- Viacom distribution: Roseanne, The Cosby Show, A Different World
- Paramount TV library (more than 5,100 programs)
- Viacom TV library (more than 6,500 programs)

**THEATERS**

- Famous Players: 441 screens in Canada
- Cinemar: 341 screens in western U.S. (50% interest)
- United Cinemas International: 345 screens in Europe (50% interest)

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**TV NETWORKS**

**BASIC CABLE**

- USA Network (50% interest) 60.4
- Nickelodeon 56.6
- MTV 56.6
- Lifetime (33% interest) 54.6
- VH-1 47.1
- Comedy Central (50% interest) 23.5
- Sci-Fi Channel (50% interest) 10.0

**REGIONAL SPORTS**

- MSG Network 5.5

**INTERNATIONAL**

- MTV Europe
- Nickelodeon UK (50% interest)

**PAY TV**

- Showtime
- The Movie Channel
- FLIX

**CABLE TV**

- 12th Largest Cable Operator
- 1.1 million subscribers

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**BROADCASTING**

**TELEVISION**

- 15th largest group
- 11 stations/7.8% coverage

**ADT**
- WTYP(TV) Philadelphia (Fox) 4
- WDDA-TV Washington (Ind.) 7
- KTHV(TV) Dallas-Fort Worth (Ind.) 8
- KHHT(TV) Houston (Ind.) 11
- WJFL(TV) Raleigh-Durham, N.C. 32
- KSFV(TV) San Antonio, Tex. 29
- WNYT(TV) Hartford, Conn. (NBC) 24
- KYW(TV) Philadelphia (Fox) 4
- WABC(TV) New York (CBS) 7
- KNBC(TV) Los Angeles 2
- WLFI-FM New York 1
- WLTW(TV) Chicago 3
- WBBM(TV) Chicago 6
- WMAL(AM-FM) Washington 7
- KKKK-SFAM-FM Seattle 13
- KBSG-AM-FM Tacoma, Wash. 13

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**RADIO**

- 6th largest group
- 13 stations

**ADI**
- WABC(AM-FM) New York 16
- WLS-FM Chicago 3
- WBBM(AM-FM) Chicago 6
- WMAL(AM-FM) Washington 7
- KKLK(AM-FM) Seattle 13
- KBSG-AM-FM Tacoma, Wash. 13

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Paramount Viacom International would also comprise Paramount's publishing and live entertainment holdings. The publishing assets include Prentice Hall, Simon & Schuster, Pocket Books, Silver Burdett Ginn, Allyn & Bacon, Computer Curriculum Corp. and Appleton & Lange.

The live entertainment arm includes New York's Madison Square Garden and two of the teams that play there, the New York Knicks (NBA) and the New York Rangers (NHL). It also owns five theme parks boasting total 1992 attendance of 11.7 million.

**BROADCASTING & CABLE**

- Ranks TV groups by the percentage of the nation's homes with TV's they cover as calculated for compliance with the FCC ownership rules. Under those rules, market coverage of UHF stations is cut in half. The rules limit groups to 25% coverage.

**Area of Dominant Influence, local TV market as defined by Arbitron**

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**Earnings**

- Net revenue is estimated at $475 million.
- Advertising revenue at the basic cable network will total $300 million this year and subscriber revenues $160 million.

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**Disclaimers**

- Data compiled from various sources.
- All data subject to change.

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