

Most consultants are full of shit. The good news is, with respect to their advice, you can take it or leave it.

The opinions herein are just that: one man's opinions. The only certain thing in entertainment is uncertainty. No one really knows which ideas will work.

Inasmuch as only John and Fred will use this information, I'm going to be very direct. I hope you'll forgive me in advance for that. I realize it's much easier to be a Monday morning quarterback than a Sunday afternoon one.

FIVE NOTES:

1. I make recommendations throughout - more than 200 in total. An addendum is included recapping all the recommendations, but read the text first – they'll make more sense.
2. For those of you who are ADD, yes, there is a section dealing with near-term emergency moves. See the Index; flip there first if you need to.
3. I'm going to re-live history in the initial sections. Forgive me, but the history around current launches in particular, is provided as context for recommendations that flow from the historical experience.
4. I've relied on information provided by your incredible team, and I did this in three weeks. I haven't triple checked all facts, so if something is inaccurate, forgive me.
5. MTV Networks is a brand-driven company, but I'll share thoughts regarding the VH1 brand last, for reasons that will become apparent.

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ONLY IN HINDSIGHT.....

When asking how to improve the current situation, it's beneficial to first understand how we got here.

When analyzing the most recent ratings history of VH1, we need look no further than Behind The Music.

In the year leading up to BTM's premiere, VH1's quarterly ratings had risen almost 30%, from .21 HH to .27, due mostly to Pop Up Video. On August 24, 1997, BM premiered with a 1.2 rating. For the remainder of 1997, BTM averaged a .7, the highest rated series ever.

1998 was a tremendously successful year for development. BTRS and Where Are They Now were bona fide hits. Ratings were powered by four, record-breaking series, acting synergistically. Ratings rose to a .32 by the end of 1998.

Here's where it gets really interesting. In early 1999, VH1 made the decision to strip BTM. As a result, by the second quarter of 1999, BTM accounted for 38% of prime time hours, 25% of the schedule. One in every 4 hours was BTM!

Think about it – the most potent force ever for VH1 was unleashed, airing 42 times a week on average. In addition, liberal repeats of three hit series (pop up, BTRS, Where Are They Now), as well as valuable supporting players filled out the schedule. Ratings powered to a .37 in Q2 1999.

Here's the key point. When you first strip a hit series, the resulting ratings fuel will be initially strong, even out of control. The impact of suddenly scheduling six relatively fresh BTM's a week vs. one is immeasurable.

However, when you strip episodes, you immediately begin burning them far more rapidly. Episodes began to burn faster than they could be replaced with new weekly premieres. By Q3, 1999, we also saw a waning of the BTM average, and the quarter slipped to a .36. By the fourth quarter of 1999, the average household rating slipped to a .32, back to our previous baseline.

Don't get me wrong: stripping BTM in 1999 was the right move. However, we made a crucial error in not understanding the aberration represented by this .37 quarter. Every series has an arc, and the essence of the programming challenge is constantly compensating for these natural arcs with new product. Self-syndicating, or stripping hit series fast is a great trick, but as a programmer, you better have five more tricks up your sleeve for the next quarter.

Since we bought the "reality" and sustainability of the .37, we forecast a .40 HH upfront projection. Sure, seems reasonable, at barely 10% growth. But in fact, VH1 was more realistically an underlying .32 network at the time. Still great given where they'd been, but not a .40.

By early 2000, a very burned BTM slid to an average .38 rating across the schedule (includes originals and repeat airings). Think about it: if BTM, our highest rated series, couldn't even achieve the average upfront rating, how could we ever hit a .40?

The stripping of BTM through 1999 masked another very important fact: We didn't launch any new material hits in 1999 or 2000. BTM, the strip, easily carried us through 1999, even into 2000, so we didn't worry soon enough. By mid-2000, as a stripped BTM began its natural burn, the lack of new hit franchises became strikingly apparent. By 2001, ratings slid into the .2's.

It's tempting to think of VH1's troubles as a recent phenomenon. But the current ratings of a network are a measure of work 24 months prior. The current troubles really began in late 1999, when we failed to replenish our inventory of hits. The stripping of BTM masked the impending problem.

By that same measure, it's going to be a challenge to solve a problem two years in the making overnight. VH1's brief moment as a .37 network was powered by a cultural phenomenon in BTM, plus 3 other big hits, several supporting franchises, and the rocket fuel provided by stripping BTM for the first time.

Today, 2002, only BTM remains on the schedule, and for perhaps just another year as we run out of artists.

To climb from a .24 back to a mid 3's network, we must build back our inventory of hits, and volume of original episodes, to the level that fueled 1999. And, unlike last time, we must sustain and refresh that model.

That's how I've framed the challenge addressed in the rest of this report.

One last note: it's been said that 9/11 affected VH1's ratings. Other than positive increases for the cable news networks, there's no credible evidence that any television networks ratings materially changed after 9/11. VH1 was tracking at a .17 18-49 for Q3 prior to 9/11. Q4 tracked at the same .17 18-49 after 9/11. All material decline really occurred through 2000 and early 2001. This red herring could derail our focus, so I reference it here.

WHAT SHOULD BE OUR TARGET:

Numbers don't lie. In order really to understand the challenge ahead of VH1, we need to understand what's required to move the numbers. Currently, we are tracking at .24 HH. We sold a .4. Ratings therefore would need to increase 66% to achieve the upfront projections.

Series (or premiere hours) impact the ratings mix most significantly. How many premiere hours would be required per quarter to move the rating?

See EXHIBIT A: What it takes to achieve a .32

By way of explanation, the model uses past performance of BTM premieres in prime as our benchmark. In analyzing past performance, we found:

- The top third of BTM's premiered at an average .83 rating over the last year. We optimistically forecast finding two series which premiere at this level by Q2 2003.
- The middle third of BTM's premiered at an average .52 this past year. Fred indicated .50 was the threshold for success. We forecast finding four series that premiere at this level by Q2 2003.
- The bottom third of BTM's premieres averaged a .34 this past year. Consequently, these episodes do us little good.

It's ambitious but reasonable to land 6 working franchises within one year, or Q2 2003. We further assumed these programs would repeat aggressively in the quarter, at least 9 times each, in all time periods. We likewise used BTM repeat averages from this past year.

Finally, we assumed about 8 original hours of each series per quarter. If it's an hour series, this equates to 32 hours per year. (Obviously, half hour series would yield less within the quarter; strips would yield more episode hours within the quarter. But on average, 8 hours per program per quarter seemed reasonable.)

So, 6 series times 8 hours each, or 48 hours of original content per quarter. To put this in perspective in Q1, only 9 hours (mostly BTM's and TV Moments, a couple of Driven's) have reached performance levels assumed in our model.

So the apples to apples comparison: we assume 48 well-rated original hours in Q2 2003. In Q1, 2002, we have just 9 well-rated hours.

- 27% of our prime time hours would be new premieres by Q2, 2003, vs. 14% in Q1 2002.
- 48% of our weekday hours would be "new" repeats of new content.

This is a rather dramatic channel makeover – every other hour new in twelve months. The rating would move to approximately .32HH, an increase of 33% over our current .24HH. We'd still be 20% shy of our .4, but .32 was probably always the realistic baseline.

Consider that it took 30 months to move VH1 from a .27 in 1996 to a .36 in 1999. This model is aggressive for three reasons:

- We presume we can achieve similar growth in just 12 months.
- We assume new hits rate similar to our biggest hit ever, BTM, or even better;
- We may lose our main engine, BTM, by Q2 2003 due to lack of artists. So all series here must be new, building on no existing equities.

Ratings growth to a .34 in Q4 2002 has been mentioned as an internal target. We could always be pleasantly surprised, but the model suggests otherwise. Also, given where we are with respect to new series launches throughout 2002 (more later), this seems unlikely.

MTV has grown anywhere from 40-50% over 4.5 years, outpacing literally every top twenty network over the same period. To achieve even a .34 on VH1, we'd be asking for 40% growth in twelve months. VH1 slid to this point over two plus years, not instantly.

At MTV, we estimate ratings six months out, hour by hour, daypart by daypart, week by week. For example, we know what the rating will be last week of August, 2002. This helps allocate resources, anticipate growth, manage expectations, etc.

This would be overkill for VH1 just now, but I'd suggest strongly adapting topside modeling, as we've done, to track and forecast progress against future targets. This keeps the challenge in constant, hard perspective. Colleen concurs.

For example, if we know we're launching, say, 4 new shows in late summer, then Q3 2002 is likely to have a hit or two, plus increased volume. It would be of great use to know right now what level of ratings growth that will translate to, and manage our business accordingly.

Recommendations:

- Adapt the hit and volume targets herein to frame the next 12 months of work. Measure progress against this model often.
- Have research adapt modeling on an ongoing and real time basis.
- Use this information to manage the development and series output, iteratively.
- Use this information to communicate accurate ratings targets internally.
- Use this information to manage other aspects of the business, including resource allocation.
- Consider whether the hoped-for Q4 2002 increases are realistic against this model.

Incidentally, we used this model to determine what's required to achieve .4.

See EXHIBIT B: What it takes to achieve a .40

To achieve a .4, one would need 72 hours of new content per quarter, performing at BTM's highest levels (including higher rated premieres from 1998 and 1999 in our average).

For perspective, compare this model to our best ever .36 quarter. In effect, when BTM was stripped to air 6 times a week, and Pop Up, BTRS, and Where Are They Now were in their hey day, we had the equivalent of approximately 9 Rockets on our schedule. Do we see this happening by Q2 2003? Doubtful. Therefore, we adapted the more realistic .32 trajectory, which nonetheless calls for an astronomical 33% growth in 12 months, 6 rockets on the schedule.

Recommendation:

- Take this modeling information into account when determining VH1's 2003 upfront projections and forecasting ADU management.
- To the extent future strips, or one-time ratings aberrations power deceptively high ratings, take the money by jacking scatter rather than upfront projections.

CURRENT LAUNCHES: The Time Factor:

Overnight sensations are seldom "overnight". Television programming isn't prone to instant success either. Managing the development timeline is key. Work should always be more than one year out. Time is everything.

We lost maybe a year transitioning between programmers. Thereafter, Fred made the choice to abandon all but one of the projects on the prior slate, which is not atypical.

Fred was hired in May, 2000; Steve Tao was hired thereafter. Per Steve's and Fred's representation, development monies were short or nonexistent in 2001 (given the cuts?). Steve, the critical development player, couldn't spend development dollars until 2002.

Apparently, this changed October 2001, when, given the declining ratings, \$1 Million in development monies were made available. By this time, VH1 had lost another six months. The cupboard had not been replenished with hit shows since 1998. Choosing to delay development, or fund other 2001 priorities over development, was a mistake.

Recommendation:

- Despite the current revenue situation, avoid cutting development funds at all costs. This expenditure is the foundation of any recovery, period.

The accompanying October 2001 mandate was for new series, on air, in Q1, 2002. This, at a time when there was but one pilot was in house (*Evolution*, to become *Driven*). In fact, none of the new series pilots would be completed by the end of 2001, but were instead delivered mid-late February for early March premieres. This was record turnaround, frankly, but still way too late.

Development is a process, and time is the enemy of that process. Development timelines vary, but the most ambitious timeline involving full pilots would be: 8 weeks research/writing/testing/casting; 10 weeks pilot; 12 weeks greenlight series production to air. Or, another way, 6 months is the minimum timeline, idea to launch.

Driven is performing best so far; doubtful that's a coincidence. *Driven* evolved from a materially developed entity, BTRS, produced by a seasoned team. An entire pilot was shot, aired, and tested under the title *Evolution*. Further refinements were made before *Driven* premiered in Q1. By the time *Driven* premiered, it was real television.

Any circumventing of this process *materially increases the risk of series failure*.

A lot of hard, good creative work went into the current series, and it's uncool to trash any creative work. The following comments examine simply how rushed processes impacted the series specifically.

- Never Mind the Buzzcocks: The focus groups were unambiguous on this one. "None of the elements were well received: title, questions, look, host, set, theme music". It was not "fun to watch, exciting, compelling". When interpreting focus groups, it's important to get past the noise ("I don't understand the scoring") and get to the essence of whether people could be entertained. In this case, it would have been infinitely cheaper to do another pilot, and do another test, or abandon altogether, but we rushed to series. The focus groups foretold the ratings so far.
- *Being* was received somewhat better, but was still questionable. 58% called the show "boring". 73% rejected the show; only 6% would make any effort to watch it. 48% tuned out, and dial stats tend to be most important. Also, from the focus groups, the show is potentially celebrity dependent, not unlike *Diary on MTV*. In such a case, booking is everything. Apparently three episodes were booked, and material talent problems developed thereafter, such that episodes 4 and 5 will not air, 6 may not air,

etc. Considerable off-channel monies, cross-channel and VH1 promo time were dedicated to launching a show that, because of a rushed development process, will air three weeks and out.

- Ultimate Albums tested better, but John and others had material notes. When notes are material, it's wise to allow for a recut period to ensure they're realizable. Sometimes they are, sometimes they're not, and it's cheap to find out. In this case, John's notes were not ultimately addressed to his satisfaction, but the show was already racing to air, and that's that.
- Driven, as mentioned, is most developed, and is the best as a result. That said, because of the rush to series, and the fact that news/talent feels no particular obligation to news (producing division), this series also can not be delivered according to an initial plan, in succession. Four episodes apparently are airing now, and the balance of the 8 episodes will come intermittently in the second quarter, if at all. Besides the wasted promotion (above), this makes a scheduler's task near impossible.
- Zach's project went to air with an extremely short run thru period, no formal pilot, a late test on tape, no advanced backlog of taped pieces, few confirmed bookings, etc. Given the tremendous financial gamble represented by this series, that's tough.

Rushing series is tempting, especially during critical times.

But what if all of the March premieres fail, partly as a result of a rushed development process? VH1 will yield zero hits, AND because production consumed our staff's development time, few if any completed backup pilots. By rushing shows that were, by several measures, unready for air, we end up in May 2002, EXACTLY where we were May of 2001. Few pilots, no hits.

The thinking tends to go: "we can't afford to wait an extra ten weeks for the shows to hit air". In fact, the cost of rushing things to air will be infinitely greater: you could lose, per above, a year, plus \$10M. The projects were worthy; rushing them undermined the projects.

Recommendations:

- No matter how dire things become, rushing one-liners or poorly received pilots to air is **ALWAYS** more costly. Seriously reconsider any projects currently slated for summer air without proper and complete development.
- Focus groups shouldn't be the ultimate driver. But when the rejection is rather unambiguous, with rare exception, pass or redevelop.
- With respect to the current crop of new launches, what I'd recommend:
 - Air Buzzcocks for 5 weeks, with multiple runs across the schedule. If ratings do not increase, shelve the remaining eight and save the amortization. \$143 an episode times 8 remaining (if you hold as an asset until 2003) amounts to \$1,120M in 2002 expense savings.
 - Air the three-four Beings, but then hold until multiple additional episodes can be booked and confirmed. This will likely require John Sykes' intervention or endorsement, given music/talent does not report to Fred.
 - Creatively, Being has a shot, pending the following significant notes:
 1. Choose more electric "flashpoints" in the artist's lives: launch of a new album, breakup of a band, plotting a comeback, firing a manager, getting married, starring in their first movie.
 2. Capture first person camera angles only stars could experience, i.e. behind the Grammy podium, in their home/bedroom, on stage in front of ten thousand people.
 3. Market and position the show according to the highly unique situations and viewpoints. Example: "Join Bono as he prepares for his celebrated Grammy performance. See what it feels like walking to the podium and accepting an award in front of millions". Bag the more abstract promotion.

- Pursue Driven, with JSykes to intervene in the booking process, per above. Creatively, and this could be key: ratchet up the "eclectic" factor, seeking out more colorful past contacts: Brittany's best friend in kindergarten, even if he has but one silly soundbite. A teacher who advised her to pursue academics instead. The scary landlord of their NYC apartment. A competitive girl in her ballet and tap classes. Etc.... So far, ratings correlate with artist popularity. More colorful, crazy, even inflammatory participants could allow Driven to transcend specific bookings. If talent resists this direction, produce only a handful on A artists. Program as specials.
- Pursue Ultimate Albums. This has a shot at working, simply because it's Behind the Music Act III blown out into an hour. My note, from left field: this show would be far more potent as a half hour.
- Per my original notes to John S., Late World with Zach, (along with Buzzcocks) makes me most nervous. Zach's 10 minute stand up (or sit down at the piano) is amazing and original. He's got "it", but there's no evidence the format captures "it". The financial exposure is tremendous (five times the risk of other launches). Also, because every day is a different exercise, day/date talk shows consume staff resources disproportionately. Also, ratings in this genre mean almost nothing initially. Therefore, compile weekly highlights (good and bad), view with your extended management team in real time, and make your call based on creative growth by Memorial Day.

Recommendations:

- Vis a vis Driven and Ultimate albums, even if these shows premiere to flat numbers (at least matching prior time period), stick with these for six months. Not so much because they'll become hits, but because they'll create the illusion of "new" on VH1, and hopefully increase curve slightly.
- Regarding future launches, do not spend off-channel advertising, cross-channel or on-VH1 promotion until you can confirm the lock for multiple episodes. Otherwise, this is entirely wasted.
- Someone mentioned Ad sales asked for March launches to provide an advanced upfront story. While this is a worthy aspiration, again, it's proven costly.
- Premiering individual episodes, spécials, or using pilot footage can, in the future, create the illusion of momentum without requiring rushed or misguided series launches.

The obvious, and most important management question, given these lessons, would be: are we allowing for adequate development time for upcoming summer (and beyond) launches?

SUMMER 2002 LAUNCHES:

For summer, Fred is anticipating 6 June/July launches.

Two locks are:

- Joel Stein's animated half hour comedy. This show is excellent. The writing is tight and strong. The hook of "real" interviews incorporated into the story comes off naturally. The lead (Joel) is affable, empathetic, goofy. The self referential VH1 television show imparts a cool vibe to the channel overall.

My two concerns:

1. As piloted, the flash animation may alienate a few viewers.
2. This show will seem an island on VH1. It's animated, fictional, half hour story-centric, unlike the rest of our fare. And with it's decidedly campy overtones, it seems from the days of Pop Up, Where Are they Now, BTRS.

Recommendations:

- Go forward. The development cycle was clearly long, and complete.
- Plan around the inevitable animation lag cycle, so you're ready to go with more episodes, should the show work. For example, pick up six scripts now.
- Consider pursuing an international partner to finance upgraded animation (likely too late?)
- For launch, consider acquiring an animated lead-in (Beavis, Critic from Comedy Central.)
- Consider producing like specials from aforementioned old titles as lead-ins.
- Seed the show as "blocks" early on in traditional animated time periods (Sunday a.m. would be strong.)
- Consider seeding on sister channels simultaneously, just initially, to reach non-VH1 viewers (Nick at Nite, MTV, maybe TNN.)
- Make this available for review. Given it's a peer's project, and given it's good, you'll likely make some noise.
- Military Diaries, from RJ Cutler. This project, currently shooting, profiles 5-6 military personnel's personal stories, presumably exploring the emotional connection to music. The premise is timely. VH1 was the only channel jumping on the military bandwagon, prior to the ABC Bruckheimer series announcement. I like very much the way this project stretches VH1's brand mission (more later). As one reference point, first person soldier stories worked well as part of MTV's USO show.

That said, there are concerns. Foremost, no presentation or pilot was shot. This is an unusual endeavor (name a show like it?) We could have sent producers overseas initially for three weeks, edited a quick tape of two-three stories, and evaluated what we had. VH1 is in full production, but has yet to see one daily, for a show launching in less than ten weeks. Moreover, RJ Cutler, a fantastically respected Oscar winning documentarian, is just that - a documentarian. His work, in particular the great American High, feels slower, more introspective. This works for doc films; it may work less well as 22 minute, commercial laden, remote controlled world of television. It didn't work for American High.

Recommendations:

- Insist on screening the first dailies now.
- Work to isolate the "gold", i.e. those story moments that suggest emotion and promise.
- Unless the outtakes stand on their own (they may), ask for a rough avid edit stateside of 2-3 stories immediately, by mid-April.

While it's likely too late to recognize any cost savings from stopping production, you'd still have 6-8 weeks to work on isolating the best stories, storytelling style, mix of stories, pace, etc. In other words, let's do a parallel and real time pilot while we're actively shooting the series, as an inexpensive insurance policy.

This also allows us to intervene in the production now during shooting, should we require changes in the field.

A third show is considered highly likely, if not firm for summer:

- 24 Hour Show, from New Line Television. This is an idea based on an MTV pilot produced by New Line, Stephen Tao's former employer. MTV passed because the show proved a rather vicarious and unsatisfying experience, sort of inside, indy.

VH1 has revived the concept (a Tao favorite from his days at New Line), with a potentially new twist: paying off with a music video rather than a short film, OR featuring rock stars in the final short film. Moreover, it's expected the recurring crew characters will add another dimension to the series. These are strong creative changes.

A pilot is being shot April 8, but given it will be completed April 30, there's no time to test, evaluate etc. Essentially, the greenlight has to be or has been made now, in advance of the pilot, for the production machine to make July, barely.

Per Stephen, he's willing to go straight to series regardless of the focus groups, because he believes in the project. His passion is to be appreciated. However, this repeats the same questionable pattern employed over the last six months. Under no scenario is the risk worth making it to air 8 weeks early.

Recommendations:

- The twists are smart, with the video payoff and rock star participation making it stronger. Move forward with development.
- That said, given the MTV test results and decision to pass, and the potential "inside" nature of this project, the risk is too great to forgo a pilot and proper testing.
- Moreover, since this is booking dependent, consider the experiences with Driven and Being, both of which are easier to book than this puppy. Do the pilot, involve music and talent and book the first episodes, then greenlight the series.

MTV Note: MTV is mid-pilot on "the 24 hour single". The idea is not dissimilar structurally, but the payoff is a produced single. Also, Korn has signed on to allow a viewer to direct their third video, which we will feature as a special episode of MTV. Neither has any worrisome overlap. This is just an fyi.

In addition to the aforementioned three summer series, Fred has, wisely, isolated those short-list projects most likely to round out the summer. The essential management question, circa March 2002, is: *given Fred's plan for 6 summer series, can we put the proper amount of development into said projects to make educated, smart programming decisions for summer?*

Essentially, to make June, we'd be making pick ups based on completed pilots or prototypes now (or really, a month ago). As reference, the close date for summer pickups at MTV is Feb 15; we've veered from that once or twice, but that's it.

Besides Joel Stein and Military Diaries, there are 7 additional projects under consideration for June/July launches. These 7 additional pilots need to yield 3-4 series greenlights, to give Fred his total 6 summer launches. Is it realistic to assume these 7 projects can be fully developed and evaluated imminently?

Each of the "summer" possibilities are evaluated in more creative detail in the next section, but with respect to summer feasibility:

CLASSIC SITCOMS: This is the rare idea that could be approached without a pilot, given scripts are "written", and it's all "stunt casting". That said, rights negotiations could make this unlikely for the summer, despite encouraging signs from Paramount.

THE BACK ROOM: The concept is talking heads, one of the most notoriously difficult forms to make entertaining. While easy to produce, a pilot, or two, is essential. This might be possible for late summer.

PRISON STAR SEARCH: No producer has been hired; no access to the prison system has been granted. Unlikely for summer.

LOOSE LIPS: Given the unusual nature of this project, transcript research, run thru's and certainly a pilot, are required. Unlikely for summer.

REUNIONS: A pilot has been shot, but is not loved at this point. Likely only if this pilot comes through; we will know March 20. Otherwise, a reshoot is required.

I LOVE THE 80's: Most doable, given pre-existing format, and similarity to VH1's production expertise. That said, rights maybe are required, and we've yet to make initial contact.

WORLD'S MOST DANGEROUS PLACES with Ted Nugent: Only a treatment has been submitted to his agency, and a pilot is definitely required. Unlikely for summer.

Again, it's very smart to have isolated these front-burner projects. However, from the aforementioned list, 2 to 4 have a shot for late summer, IF we pursue proper development steps essential for maximizing the possibility of ratings success.

Considering Joel and Military Diaries a lock for summer, expect you'll have a maximum of 3-4 projects from which to choose 1-2 additional late summer projects. It's important to be realistic, so we can begin planning for alternative ratings plays in the near term (more to come.)

Recommendations:

- Mobilize all efforts immediately behind the 2-4 projects from this list that, if everything went perfectly, could make summer.
- Plan for proper development processes around all projects. (see next section)
- Plan for no more than a total 4 launches for summer, counting Joel and Military Diaries as 2 of 4.
- Postpone expectations/calendarization/schedule planning for said projects to late summer.
- Explore alternatives to pilots to save time (see next section).
- Revise internal expectations. Currently, the cross promotion deck details two new series for April, two for May. Unless I missed something, this is misinformation.

THE SLATE:

There were some intriguing and entertaining one-liners in the development slate. There are clearly some talented and creative people contributing ideas, and that's great news.

To get a handle on the true launch possibilities between now and our long term target, Q2 2003, each project was evaluated according to:

- BG Instincts around the concept. Please know: this is subjective in the extreme, and you should develop any idea you like, regardless of my opinion.
- BG Instincts around the simplicity or complexity of realizing said concepts. Here, my thoughts are -probably worth greater consideration.

Each project was ultimately ranked 1-5, as follows:

1. Great commercial concept and easy to realize. Go for it
2. Good concept, but development has more variables. Try it, but beware special steps.
3. Better than Average concept, material challenges in the development process.
4. Either because of the idea or difficulty of developing the idea, this is a longshot. View skeptically.
5. For specific reasons, don't count on this project at all. Kill now.

As follows:

1's

- **Tribute Band, aka Rock Star the series:** Great idea. Genuine curiosity around people who would live, breath and worship Journey. The promise of said geeks meeting their idols creates a compelling thru line. Consider two segments per half hour so it moves.
- **Green Room:** Edited footage from the world's most famous greenrooms – backstage at u2's concert, the Grammy's, VH1's own award shows – is a strong idea. The web brought green rooms into the home. In this "behind the scenes of everything" age, this seems perfect. Loosely speaking, this would be "vignette" driven rather than story driven. There was mention that TNN was producing a like show and that VH1 might drop this; I'd still pursue separately, and/or engage them in a dialogue around shared title, different content.
- **Diva's Search, The Reality Series:** Not a favorite internally, but leveraging an existing title, one that already implies intrigue and drama, seems a no-brainer. 500 thousand would-be's, narrowed to 25, narrowed to 5 (living together, of course), with the payoff coming on Diva's Live. The winner performs on the show. Press-worthy.
- **Camp Chaos:** Agree the writing is uneven, but there are moments of brilliance and the voice and look are very pure. I'd at least commission script #2, involving other writers.

MTV Note: If you pass on this, MTV would consider picking it up, given it's very young skew.

- **Video Hall of Fame: The Series:** Pitched as an event (see below), but would you consider this as a series? Choose three, even five classic videos per half hour, interview all the players, relive the moment. Production inside's, creative disagreements and the ultimate impact on culture. At the least, it's a very obvious, fast and easy pilot.
- **Reunions:** Likewise, this is a great idea. When you hear a certain song, you're powerfully transported back in time. Reuniting these people, with music as your window in, is clever and proven on countless talk shows.

2's.....

- **Crush:** Straightforward idea, and universally appealing "if they could see me now" angle. You're rich and famous, let's visit the crush who spurned you. I have it as a two only because, if we can't book Bring or Driven, I'm not sure how we're going to get Jewel to visit the high school dork who rejected her.

MTV Note: We completed a pilot, and picked up a series called Virgin Chronicles, produced by John Stamos. In it, famous people (in the pilot, Rebecca Romain Stamos) reunite with their first teacher, first friend, first employer, and their first crushes. In the pilot, Rebecca is reunited with her first "boyfriend". There are similarities here. Do we put Virgin Chronicles on VH1?

- **I Love The 80's.** The simplicity of the umbrella, and the tone of the British series is great. In ways, VH1 has been here before, but I love the blatant celebration this represents. I include as a 2 only because cloning tone is tricky, and it's unclear whether you need to pursue format rights or not.
- **Prison Star Search.** Who wouldn't watch, especially if we get first person backstories. The show is based on something happening organically in prisons anyway; we're not "manufacturing" the situation. Included as a two only because access to prisoners is, obviously, limited and legalistic. I've shot comedy specials in prisons before, and it's dicey; moreover, no producer with relevant experience is yet attached.
- **U are There, aka Loose Lips.** Reading transcripts is clever. It's new territory, yet entirely consistent with VH1's occasionally tabloid past. The comedy potential is fresh. My only concern: making this visual without seeming absurd. As reading, I'm sure the transcripts are hilarious.... Unclear whether that translates to television, but worth a solid shot
- **Rock The House.** Trading Spaces and Cribs are two of the hottest shows in cable. There's something here, definitely, but as presented, the format seems unformed. The notion of following four rock stars in various stages of house purchasing-remodeling seems interesting, but may not sustain multiple episodes, or compel viewers to return. Likely better to self-contain the episodes. Moreover, Trading Spaces has a great hook and payoff. Listed as a two, only because serious format work should be done in advance of shooting.
- **Unauthorized.** Because this anthological news show is fronted by a talent Jake Tapper, it has potential to emerge with a unique identity. He seems worth the risk; thereafter, it's all about topic choice. The first two seem strong. This is likely a series of 12 specials annually rather than a series, but could be an important ratings contributor. The trick: transcend "just another news special" and emerge as a real franchise.

3.....s

- **Classic Sitcoms:** This idea has been hot in Hollywood since the Brady Bunch Play, which was brilliant. That said, no one has ever secured adequate rights. If you can pull it off, it's genius, but I include as a 3 simply because no one else has.
- **Isaac Hayes Pilot:** I Like him, but I question cooking shows in general. Word is this pilot may not be so spectacular. The challenge of turning a cooking show into a national phenomenon makes this a 3.
- **Deeper.** Hmm... with artists appearing 127 different ways on both channels, it's unclear we need a regular Barbara Walter sit-down session. Her show works because she gets the absolute controversies or people of the moment; that seems a challenge for VH1. Moreover, this is currently without anchor talent. This is a 3, bordering on a 4 in my mind. I leave it here, simply because it is easy to continue exploring.
- **What If:** This is one of those ideas that sounds great, until you actually hear the stories. I'd greenlight to story research, and see if the paper treatments move you.

- **Rock Channel:** Hey, mediums are hot; the rock and roll John Edwards, why not. That said, this is 100% talent dependent. So while we should pursue, the project remains a 3 until you actually have substantive talent, which is not a guarantee.
- **Backroom:** If you compile random, eclectic, and broad (i.e. not Tina Brown) players, it's worth a cheap shoot. As previously mentioned, talking heads is tough. Politically Incorrect does it as well as anyone ever will, and it still rates subpar.
- **Routes:** A band goes home, retells their story, and then performs. It's a good idea, but it's also darn close to Road Home? Take Road Home as a show, and we'll share the franchise. There were mixed opinions on whether this project was going forward, so this may be a non-issue.
- **Rock Band on Tour.** Believe you were leaning towards killing this, but I'd consider it worthwhile. It's entirely casting-dependent (hence the 3), but if a major act signed up and allowed 24/7 access over a few months, the drama could result in 10 great episodes of television.
- **Street Cred:** Magazine shows are notoriously difficult to get over, and this premise tries to cover a lot of ground. Magazine shows challenge the audience because they're often a bit of everything, but nothing special in aggregate.
- **In the Closet:** I think Stephen Cacaharo is a unique talent, but fashion as television always ends up very "inside", no matter how much Fubu you feature. Worth a shot since you have talent attached, but beware the perils.

4's....

- **Onion.** It's a clever publication. But the players rotate and they've had one endless development deal after another in Hollywood, to no end. Since we've yet to even contact them, I'd consider this a longshot. Pursue, sure, but it's not real yet.
- **Stalkers:** The idea does capture one's imagination. That said, the legal implications are significant enough as to derail the development. Moreover, I've tended to find shows where we "go along for the hunt" to be very vicarious. Example A: Search and Record, a failed MTV pilot – I always feel outside these experiences, regardless of the producing approach.
- **Rock and Roll Beverly Hillbillies, The Vegas Hotel, Golden Girls Diva's, Music City...** All of these premises are sharp, imaginative and appropriate for VH1. That said, scripted television is, by far, the most difficult to develop. Consider out of 10,000 pitches, 500 scripts, 150 pilots, 25 launches every season, the networks land maybe two hits. More variables – writers, actors, premise, chemistry, moment -- are in play here. Also, across the cable dial (excluding network-like HBO), only Lifetime has managed to succeed with scripted programming. Moreover, about half the VH1 scripted premises are internal, and then we shop for a writer. This can work, but I've seen it work far more often when writers pitch premises about which they're personally knowledgeable and passionate (S. Tao is moving in this direction as we speak). Also, this form of television is extremely expensive. For all of these reasons, view scripted development as worthy, but as a long term, longshot. You've balanced it nicely here in your portfolio.
- **Hill Harper.** Talented, yes, but I have no idea what the show is, or why this is the personality for the times. "Bennetton" of talk shows seems sufficiently vague as to say 4.
- **You Wish:** dreams are fulfilled but sometimes they go wrong.... Maybe, I like the dark undertones, but I can't grasp the concept as presented. This needs some serious paper work before graduating to a 1-3.
- **World's Most Dangerous.** Ted definitely has a right wing voice that is intriguing, but my read of the idea is: "hey, let's send right wing Ted to liberal San Francisco". Then what...? What's the television series here, beyond a funny premise. Moreover, no substantive conversations have been had with Ted. Meet the guy, sure, but you'll need more of a premise to make this worth pursuing.
- **Paul's Place:** Talent in search of a concept. Love Paul, but feel any Paul project would have to be about the format, which is non-existent. Analogously, this is a network talent holding deal – be on the

lookout for an appropriate project, but don't count on it evolving magically into a stand-alone series.

- **Music Video hours Development.** I include the entire category here, simply as a product of my experience desperately trying to dress up, superimpose, and telestrate my way to higher video ratings. Some of these video exercises led to successful, traditional "series" (TRL, Say What Karoke both started as video shows). But on their own, few if any have led to higher ratings. In as much as resources and executive man-hours are limited, all video hour development should be viewed through that prism. Longshots, worthy always, but with minimal costs and only prototype caliber expenses (test for \$10-25K a pop, max).

5's..... (Kills)

(A word about kills... many of these are vague one-liners, or simply "arena's" rather than television concepts. Noodles are fine, but should be separated from active development.)

- **John Ciao...** based on staff representations, kill.
- **Quarterly Sports Specials.** Not an idea, a vague programming category
- **Fame-o-Meter.** I get the Hollywood Stock Exchange reference, but I have no idea how the television would work.
- **Rock and Roll Parents.** It's a psychographic observation, but it's not a tv show.
- **Vision Quest.** Don't see profiling someone who left computers to pursue his dream of teaching skydiving earning a 1.0
- **Godzilla Rocks.** Funny when you're sitting around stoned with your friends ragging on old movies, but less funny translated as television. Developed often, barely succeeded once (Mystery Science Theatre)
- **Indy Cable:** Sounds funny until you're presented with the first reel of "wacky" programming... then you realize why it's on access in the first place
- **Static:** Concept seemed confused. Agree with Fred here; there are better scripted premises to pursue.
- **Just for One Day:** Watching Kid Rock serve French Fries holds up for about 60 seconds before it feels slightly desperate.
- **Rock and Roll Dog Show ...** I love it, but it's a special. Should be moved off the series slate.

Recommendations:

- Reorganize slate to highlight favored 1's and 2's. Beware of risks inherent with 3's. Refocus the organization to focus primarily on the 1-3's.
- Consider killing or putting on the back burner all 4's and 5's.
- Consider putting all scripted projects on the backburner. Develop, but do not depend on these for short term ratings wins.
- Consider developing more writer-driven scripted projects, rather than writer-assigned projects.
- Reduce and/or be realistic about music video series development. The upside is seldom there.
- Separate "noodles" from the core development slate, so as to accurately read and predict pilots and series possibilities.

See EXHIBIT C: Slate Evaluation

To recap, we have 12 solid, development-ready concepts (1's and 2's), and a handful of 3's that may surprise us. For perspective, this isn't bad at all. My likes and dislikes, with natural exceptions, tend to mirror Fred's.

Roughly, you might expect 1/3 of those to yield series-worthy pilots. Or, another way, from the existing slate as I dissect it, it's reasonable to expect a yield of 4 or 5 more launches (in addition to the two locked summer greenlights).

This would mean 6 or 7 more launches this year; Fred's target is twelve.

12 is probably not realistic, but that's ok. If we aim for 12, I fear we'll repeat the last six months - bypassed development, premature launches, an overtaxed staff focusing on production rather than development, and ultimately, little ratings impact.

So what's the right number? If, say, 35% of our shows hit (a fair to optimistic ratio in television), we'd need to launch 17 shows to land 6 hits by Q2, 2003, our model target previously.

It might break out this way:

- we've launched 4 already in 2002
- we launch another 8 this year (6 are already likely from our current slate)
- we launch 5 more, Q1 2003

In total, 17 launches over twelve months, aiming for 6 hits and a .32 by Q2 2003.

But our current slate of 1's and 2's suggest maybe 6 pilots at best for 2002. We need more concepts in development. We need to fast track our existing 1's and 2's, and find some more.

Recommendation:

- Adapt the real target of 12 plus pilots, and 8 additional launches for 2002.
- Measure progress throughout the year against these targets.
- Work to expand the development slate to ensure 8 additional launches in 2002.

Regarding these targets, real life is never so clean. Creativity will most certainly unfold in different, unexpected and inexact ways (hey, that's the fun of this). But these are fair targets, real goals tied to real, mathematically modeled results. It gives us a road map, something to shoot for.

Since we expect our current slate of 1-3's to account for only 6 launches yet this year:

- How can we fast track the current 1's and 2's to ensure they're developed completely, but in time for 2002 launches?
- How can we expand our slate of 1's and 2's slightly in the very near term, in an effort to produce not 12 but as many as 15 pilots this year, enabling up to 8 launches.

The next section will address these two questions.

FAST TRACKING THE 1'S and 2's (and even 3's)

Currently, one-liner concepts go either to pilot, or even straight to series. Pilots cost an average of \$150,000. With a development budget of \$3.8M, take \$1M off the top for movie development, small miscellaneous development, etc.

The remaining \$2,250M funds approximately 15 pilots annually. Consider we've produced a handful of pilots already (Joel, March launches), so we can afford perhaps 8-10 remaining pilots. Per our targets, we need to produce 12-15 pilots this year.

Moreover, we need to do it fast. And pilots generally take anywhere from 10 to 16 weeks. A project put in development (deal closed) by, say, Memorial Day, would be piloted thereafter, delivering in, say, late August. An immediate series greenlight would result in a November or December launch. That's close.

One solution involves isolating projects for "alternative" development. "Full development" doesn't always mean "full pilot". Often, an idea can be adequately developed, even tested, with in-room run thru's, pilot presentation tapes, prototypes, "ten minute" pilots, staged readings, etc. It takes a bit more expertise to evaluate as television, but it's doable. And it stretches your development budget further, which we need to do in 2002.

Some suggestions for "alternative development" around our 1-3's follows; these approaches can be adopted for like product in the future:

1's....

- **Tribute Band:** Produce one half the program, focusing on the tribute band and their backstory. Forgo the performance, or shoot single camera without bells and whistles for participants reactions – we know what a performance looks like, and performances cost disproportionate amounts of money.
- **Green Room:** Wire the Diva's green rooms, dressing rooms (when possible), and hire a supreme editor to play with the footage immediately thereafter. Look for potential vignette's (produce a couple) and answer the question: how would this be structured as a half hour (on paper).
- **Diva Search:** Given there are countless reality talent shows, forgo the pilot and hire the best producing team of Bunim Murray to develop the series steps.
- **Vid Hall of Fame:** Choose one video and produce a small 7 minute prototype, complete with interviews. Research on paper two other stories, with pre-interview notes
- **Reunions:** Requires a full pilot

2's....

- **Crush:** Produce one segment only, ten minute pilot
- **Love The 80's:** Do a prototype focusing simply on tone.
- **Prison Star Search:** Produce one story fully, with backstory, set up, etc. Find ten other stories, researched fully with pre-interviews on paper. Shoot an accompanying DV reel of actual cabaret performances.
- **Unauthorized:** Back door pilot, as you're doing.
- **Rock the House:** Stage one needs to focus on generating format ideas. Do not go to pilot until this happens, then make determination as to the right next step.
- **Loose Lips:** Research transcripts quickly; circulate. If the material's there, stage run thru's, culminating in an in-room read-thru for senior execs.

3's.....

- **Classic Sitcoms:** Straight to "special" as backdoor pilot, or series.
- **What If:** Research stories on paper to see if these are worth shooting.
- **Rock Channel:** If talent search yields a strong candidate, do in-room run thru's initially. This may or may not tell you about series, but it will let you know whether to bother with a pilot.
- **Backroom:** Shoot down and dirty, 12 minute pilot, DV, in our own studio.
- **Routes:** Evaluate Road Home as an alternative.
- **Rock Band on Tour:** Since a pilot is not feasible, search out the best reality team.
- **Street Cred:** Work this fully on paper; initial treatment looked good. A pilot will be required, but could potentially piggy back other daily news work.
- **In the Closet:** I think a pilot is required here, after working through segments on paper.

There are no hard and fast rules; instinctually, there is generally a question, or a couple of questions that really need to be evidenced. Some examples:

- Game Formats like Buzzcocks work particularly well as in-room run thru's.
- Reality programs involving backstory and set up (Reunions, Crush) should be shot, but a shortened pilot may do.
- Actor driven projects (Loose Lips) work well as staged mini-theatre productions. More complicated dramatic scripts can be worked this way as well (we do it at MTV), but it's risky.
- Amateur Talent programs work well with DV samples of said crazies.
- Talent driven projects work well with multiple run thru's, leading to an exec run thru for pick up.
- Format driven projects (Rock The House) generally require a full segment shoot.
- Story driven projects (What If) are often better tested with paper research; you'll still likely need a pilot, but this step can save you a wasted pilot. Likewise a magazine concept like Street Cred.
- Projects where tone is key almost always require an edited prototype (80's.)

Recommendation:

- Fast Track your 1's-3's, considering these alternative development options, conserving both time and financial resources.
- Reallocate development savings to fund additional development in 2002.
- Likewise, for some projects, insert paper steps which, although they add a step, may save you mistaken pilot pickups.
- Develop fast-track options for future ideas.

EXPANDING THE SLATE:

In the near term, we should expand our development slate to ensure 15 pilots and 8 launches for 2002. As discussed, we're 80% there, which is good. But we need sustained development for 24 months to achieve our goals, and that's where I'd be worried.

VH1 needs a very fast, very smart development infusion for 2002.

Steve Tao represented he's after 20 more projects by Memorial Day, which is great.

Recommendations:

- Create a "buying retreat" in L.A. When development is low, we (MTV) stage a "buying retreat" at the House Of Blues. Over 48 hours, the junior development staff presents, with agents and talent, their favorite pitches. Our promise to the players: We'll buy the project and commit within 24 hours. This creates a real heat around the process, and people come to play. We have legal sit in, so as to facilitate fast-track deals. This has been tremendously successful for MTV
- For three months, eliminate the "paper" treatment phase, whereby paper presentations are made to John and Fred. Do paper work only when your debating whether a project warrants a pilot.
- In tandem, for three months, allow S Tao to directly buy projects up to \$25K, up to \$250K total. Things will move fast, and you'll get more voices reflected.
- Set very specific three months targets for Kim, Rob. W. and Michael H. to ensure we hit 20.
- To the extent this is successful, consider institutionalizing these mini, lower-level development funds to reduce inevitable senior executive bottlenecks.

Another observation regarding VH1's slate: a disproportionate number of projects seem to be internally generated and produced. Many involve former VH1 staffers. Two of our active series involve Steve's former New Line colleagues. In all, 70% of Tao's projects and 100% of Michael's are internally generated, or say 80% overall.

By contrast, about 50% of MTV's projects are internal. TRL was internal, CDM was external. Cribs was internal, Tuff Enuff was external. Making the Video was internal, Dismissed was external. We'd be in sad shape with, say, just half those hits.

Internal ideas have unique benefits. They're cheaper. You save time negotiating deals, key when we're looking for fast product. The staff has personal passion. However, when rapidly expanding a development slate, we need as many ideas as possible. We can canvas our internal staff of 20 players, or we can invite 200 additional outside players to contribute as well.

In my experience, more novice development staffs fall back on their own ideas initially, and sometimes near exclusively. It's fun to get your own ideas made, but it excludes other potentially winning ideas. It may make sense to rapidly expand the number of outside pitches and partners, and per Stephen's representation, he's turning here next.

As reference only, attached is a list of 20 interesting production entities with interesting taste and track records. Undoubtedly, your staff knows many or most of these players, but if not..... If you're looking for projects in particular realms, we can likewise augment with more specific lists easily.

See EXHIBIT D: Sample Producer List

Recommendations:

- Consider expanding the universe to include more outside pitches/players
- Rely on MTV if you'd like expanded lists of worthy meetings in various realms.

I've also reviewed the MTV development slates; there are projects that could be appropriate for VH1. Obviously, this introduces an entirely new set of issues, but for sport, here is a sampling of the types of projects that might make sense. All are in active development; no executives or producers have been approached regarding feasibility. Please respect confidentiality here:

See EXHIBIT E: MTV Show Concepts With VH1 Applications

Microphone Sessions
Make it or Break it
Fanography
Chatterbox
Music Therapy
Forensics (not first, buried)
Colleen Fitzpatrick
Virgin Chronicles
LIPA
Oneal Empire
Dorian Gray
Platinum
Skirts
Intervention
Movie House

Recommendations:

- Determine if any projects are, categorically, of interest. Organizationally, Tom Freston to decide whether we'd ever share slates and/or product being developed. Analyze repercussions for MTV projections, and staff.
- While expanding the development slate, consider some current trends, or shows that seem to be working:

Life based reality, particularly on TLC, MTV and elsewhere. This, as opposed to "vote someone off the island" backstabbing, game based reality, which is cooling.

Hip Hop. It's hot for perhaps the fifth go around. BET numbers outta control, works on VH1. There exists a complete dearth of urban programming just now, on networks and elsewhere.

Anime. Sure, it's kids stuff, but it's now working for Cartoon Network with adults 25-34 in their Adult Swim.

Behind the Scenes ANYTHING. Expand VH1 coverage to go inside not only music, but movies, television, fashion, etc. BET's Access Granted, E Making Of, Project Greenlight. It's not enough to make a video; you must make the making of the video.

Verite strips. Studio strips are out. Field strips, from Blind Date to Real TV to Dismissed to key "real life" fall talk projects, are in.

Exaggerated human risk. Fear Factor, Jackass, The Chair. Ripley's is the highest rated original Turner program.

SCHEDULING STRATEGY

This section will be full of potentially counterintuitive suggestions, so get ready.

To start, Ben has been wonderfully helpful in laying out his strategies and sharing information. Thank you!

Is scheduling strategy important just now? You'd think so, but No. Scheduling strategy is a downstream issue, simply because we haven't the product to schedule. There exists a perception VH1 could increase ratings by simply rearranging the pieces. Just now, there are no pieces to rearrange. Keep the focus on new content.

The current scheduling philosophy is network-centric. The big three have morning shows, so VH1 has Jump Start. Networks program access with strips; we're prepping the Unhappy Hour for access. Becker is weak, so we programmed Buzzcocks opposite Becker. Networks have late night talk shows; VH1 launches Late World with Zach at 11p.

Since we older folk in management grew up in a "three network, one local independent" world, it's tempting to mimic those schedules. These philosophies seem to match our audience's routine. Ben did reference, as his main competition, the three networks, and MTV.

Is it sensible to schedule as the networks? You'd think so, but no. In a .2, or even a .5 or .8 world, VH1 is playing a different ballgame. Truth is, people are spending very little time with our channel, even in the .4 heyday. VH1 is not a primary destination for any specific audience, save a handful of music junkies (all of whom are already in the tent anyway). We are a secondary destination, a channel people surf to when they're bored watching Law and Order. Relative to Law and Order, we have 1/25 the audience. *NBC should create schedules to mirror the audience's every daily move; we should create schedules to capture NBC's overflow.*

A cable-centric philosophy for VH1: put your best shit on in the highest HUT time periods, behind the best lead-in's you've got, regardless of the competition. Run the best new content as often as you can, in all time periods for maximum exposure, driving cume and sampling over time.

Other than avoiding major cable or broadcast events, all competitive concerns are noise. People are unlikely to choose the Buzzcocks over Becker, or even have any cognizance of the option. VH1's goal: to have our best foot forward when the audience might, for ten seconds, surf away from Becker and land on BTM. Our secondary goal is to hold anyone then seduced by BTM into sampling new content thereafter. I know it seems simplistic, but look at the research. VH1 is not "the first place they go". Rather, VH1 is a place our audience "flips to between commercials". Let's take advantage of that.

Ben's emphasis on prime is smart. HUTS are highest; our broader audience surfs in prime. Rather than worry about targeted daypart development, just develop great shows. Most can premiere in prime.

If traditional dayparting is irrelevant, the "Draft" effect is everything. Your most powerful tool in broad cable, always, will be the lead-in. Ben is scheduling Ultimate albums after original BTM episodes, which is very smart. You just doubled the rating for Ultimate Albums. Even after multiple repeats, Driven got its highest rating ever and the third highest rating on VH1 for 2002 as a result of following Michael Jackson's 30th Anniversary show.

However, because of late delivery issues on Ultimate Albums (as with our other new launches), only four episodes of Ultimate albums arrive in time to take advantage of the original BTM's lead-ins. Therefore, tragically, we'll be throwing away the original BTM lead in April and beyond. We only have 22 or so BTM's a year. It's key to orchestrate new product following each and every new BTM premiere, or behind every high rated movie premiere, acquisition, Diva's, etc. Otherwise, you're throwing the "draft effect" away.

For reference, at MTV, we very often hold content 2 and 3 months to orchestrate matching premieres, slating weaker content behind stronger leads. Diary is a hit because we match Cribs and Diary delivery; otherwise, Diary would get half the rating.

Remember also Being, due to booking issues, is original for only three weeks. Thereafter, original Buzzcocks will follow Being repeats, which is uncool. Had this been anticipated, it would have been smarter to put Buzzcocks at 9p, and have programmed strong 8p lead-ins.

From a scheduling point of view, it's impossible to orchestrate "the draft effect" with wildly inconsistent delivery patterns. Ultimately, someone has to intervene and create some order and structure around this entire process. Moreover, rushed series orders have created this scheduling chaos. We're throwing away ratings.

82% of your audience doesn't know when shows are on. Another contrary position: it doesn't matter. All that matters is giving the original new content a strong lead. The audience says they love videos too. I promise you: this should not enter the conversations around scheduling. Let the networks create appointments; let's maximize our chances of catching the overflow. I've seen endless conversations around correcting this problem; fuck it.

In an attempt to "let the audience know when things are on", VH1 made the choice to schedule BTM repeats at 8p, somewhat exclusively, hoping to make this a destination. To be fair, E, A&E and others have done this successfully with True Hollywood Story, Biography, etc. It's usually smart, because your audience isn't going to remember the intricacies of your schedule. But they may, over time, remember if they're bored watching any network show at 8, they can flip over to VH1 and get BTM. It's a singular, simple counter-programming message; a brilliant way to maximize your chances of capturing the overflow. However, there's a major difference. A&E, for example, had enough overall ratings health to hold Biography almost exclusively for 8p since the beginning. Also, A&E premieres multiple Biographies at 8p many weeks. Therefore, Biography content at 8p is generally "newish". Likewise, E.

We could have mirrored this strategy, say, in early 1999, when BTM was new and repeats had been limited. But we went down this path in 2001. By then, BTM episodes had already aired 50, 70, 90 times. Plus our audience was fully conditioned to the fact that BTM is on everywhere, always. It's a sensible strategy for our next hit, but it's too late for this particular asset. Ben concurs the notion of BTM exclusively at 8p hasn't worked.

BTM's perform synergistically far better when ran in tandem, in marathon, etc. This is smarter than singular 8p airings. The dam has already burst... let's go back to what worked. Run multiple episodes vertically, and get a short-term lift in Q2 2002.

Wisdom says we should preciously guard our new programs, driving the audience to premiere airings, and repeating infrequently, yes? No way. To seed shows, it's essential, on a .2 service, to give maximum exposure early on. We're running our new programs about 5 times in the initial week. With Being, for example, it occupies only 2.5 hours of 168 hours a week, just over 1% of our schedule. The odds of a typical surfer catching Being are 99 to 1. To be precious with the asset simply means no one sees your new material, period.

Air new product a minimum of 10 times the first week out, and at least twenty times the first month out.

But this will exacerbate the perception that VH1 runs a lot of repeats, right? No, exactly the opposite is true. If we run Being 20 times, the show now covers maybe 3% of our schedule. If our other new content runs twenty times as well, new content now comprises 15% of our schedule. We've increased the odds an average viewer might actually see something "new" when surfing through. Seeing something new, even if you see it twice, is better for the brand than airing #156 of Poison's BTM. I have that thing memorized.

Now, to freak you out even further: Weekend stunting drives ratings? No, not that I can tell. Elaborate repackaging of tired content is generally a waste of time and resources. I looked hard for evidence of

higher ratings attached to packaged (as opposed to unpackaged) repeats. Weekend ratings are indeed higher, but only to the extent HUTS are higher. The team reports John loves the weekend stunts. The audience tunes in for compelling new content, not compelling reorganization of old content. No amount of interstitial will compel someone to stick through Cher BTM if they're not interested. Money and resources allocated to repackaging repeats is misguided, and organizationally, I fear it takes your eye off the ultimate prize: New content!

Around Mother's and Father's Day's, Fred is intending to produce new content (one hour specials each) for the weekend. This is infinitely more justifiable, but scheduling the new content in prime might do you just as well. Remember, ADU's accrue evenly Sunday through Saturday. Therefore, we need to pump the lower rated weekdays, rather than the higher rated weekends.

And some notes regarding formats....

Strips, by definition, are disproportionately potent. Each strip amounts to 2.5 hours (half hours times five days), or 5 hours (one hour times five days) of new content per week. Weeklies amount to one half or one hour a week. In reviewing our 1's and 2's, only a couple have potential as strips. Increase strip development for the fastest near term ratings infusion.

Certain weeklies (Reunion, for example) will be hard to produce five per week. Alternatively, consider producing 2-3 a week, and stockpiling the episodes until you can launch contiguously as a strip for maximum impact. We've pursued this strategy with Fanatic, Dismissed, and other more complicated verite productions to decent effect. It's easier in ways to market and "seed" a strip as well, given it's über-presence.

Both Being, and Driven are artist dependent formats. Zach may prove to be artist-dependent. Artist dependent formats are fine, but they're also limiting. At any one time, 6-15 artists pop a number, no more. Diary, for example, is artist dependent; therefore, it's difficult to produce more than 15 episodes per year. When pursuing new greenlights, eyeball the overall schedule. Offset artist dependent formats with artist independent formats.

Two last words re: scheduling...

The biggest "scheduling" issue VH1 faces is the demise of BTM, which now accounts for 22 higher rated original hours per year. Per Fred and others, BTM will run out of artists by early 2003. It's Anthrax and Garbage this cycle. If ever there was an incentive to get things together, it's the imminent demise of BTM. The mathematical impact is significant; even in the last year, with lesser artists, BTM's average premiere has declined significantly.

Finally, Ben and others referenced MTV as VH1's primary competition. Perhaps you'll find this contrary also, but MTV is not your competition. There are 13 other services with higher 25-34 numbers than MTV. There are 20 plus services with higher 18-49 numbers than MTV.

MTV's competition is for 12-24 year olds. And that means Comedy Central, Disney Channel, Cartoon Network. Not, respectfully, VH1. Both channels traffic in music, and even occasionally compete for like artists, true. But from a pure television point of view, both services should focus on outsiders rather than each other. We fight over No Doubt while TLC eats both our lunches.

Scheduling recommendations (recap):

- Realize scheduling does not provide a short term solution; only new content will drive ratings at this point.
- Adapt a cable-centric, rather than network-centric approach, focusing on capturing network overflow 24/7.
- Continue with the emphasis on prime, abandon specific development for other dayparts.

- Recognize lead-in's are everything. Schedule limited original, established series and special in tandem with new content premieres
- Resolve production issues, so scheduling can plan to maximize and coordinate lead-ins. Consider creating a forum for program planning. J Sykes to intervene as necessary, given music/talent reports directly to the President.
- Forget about "letting the audience know when things are on" regularly. Focus instead on premieres.
- Abandon the 8p BTM scheduling strategy. It's too late with this property. Return to effective weekday verticals.
- Increase runs of new content dramatically, in an attempt to seed shows. Worry not: unduplicated curve will remain high.
- Abandon production of weekend repackaging stunts.
- Consider creating original weekend content instead. Consider programming some original weekend content in prime.
- Increase strip development, given the scheduling/ratings potency.
- Develop Artist-independent formats to compliment the current artist-dependent formats.
- Begin aggressive contingency planning for the potential demise of BTM in 2003.
- Recognize MTV is not your primary competition; this is a red herring.

EMERGENCY MOVES

This report is a long-term plan based on original content, which I believe is the path to ultimate salvation for VH1. That said, Rome is burning. We need some emergency moves, fast.

Now, we have long term series development people acting, dangerously, like short-term emergency crisis managers. This has led to immense complications, detailed previously.

Let's approach the challenge in a bifurcated way for the balance of 2002.

Create one forum and one defined group of individuals to focus daily on emergency programming moves. Create a war room, and meet daily, if only for ten minutes. Deal with the range of options presented below.

Simultaneous, the series development people need to be "de-coupled" from this process, and allowed to focus on proper development timelines and the longer term series wins.

Management needs to align accordingly, de-coupling the tasks, employing different management styles, creating different forums, and hiring the separate expertise required.

What follows are 27 potential paths to explore. These are taken only so far, because many of the suggestions require third party interaction. Moreover, some are off-point for the brand. Yet, it seemed wisest to generate a reasonably comprehensive list initially.

(Also, a handful of these suggestions may be in motion, per a memo I just received Friday from Ben Z and company)

1. Pursue an aggressive Bridge Strategy involving real time, quick turnaround Specials.

In Q1 2002, Orange County and Hate Rock Specials will premiere. Two (Mother's Day and Father's Day) are in production for Q2 2002. A few others are greenlit for undetermined delivery.

VH1 could, in the very near term, produce 8 specials per quarter. 8 original hours, repeated with frequency, could move the ratings 2-3%. An editor's gut is required when choosing topics, since there's no pilot phase, I'd defer to your team in deciding who's got the best commercial instincts. To the extent we could help, MTV hits editorially about 85% of the time.

Examples:

- a) One hour verite wedding special, following five couples through matrimony, celebrating the special songs that brought them together.
- b) Brandy's having a baby. Let's follow her for four months, capturing the entire experience.
- c) Let's count down the top 50 Novelty songs in a highly contested two-hour (no full videos) special.
- d) Diva's Look back: Behind the scene's interviews with those involved, offering the juicy details of each prior taping. Always works for MTV.
- e) VH1 red carpet round up. Best Red Carpet moments from the Grammies, AMA's, other music and awards shows. Also works well for MTV.
- f) Greatest hip hop Videos of All Times, two hour long form. Hip Hop is bangin' (sorry) for VH1.
- g) Hottest Couples – Lets countdown the 25 hottest couples in Rock music today complete with all the juicy details.
- h) Video's that Launched Careers: Countdown the top 50 most outrageous career starters complete with all the never before heard stories.

TRULY THE LIST IS ENDLESS.

MTV Note: We just landed item (b) for MTV.

2. Turn Unauthorized into an immediate, opportunistic series.

Fast track one of the pilot special segments, and see what you've got. If it's halfway decent, go straight into production, with the same editorial focus as above.

3. MTV Library Product.

MTV has content that is still reasonably fresh, skews slightly older, and is no longer airing on MTV. It would likely rate on VH1.

The attached document has 3,510 hours. We've highlighted those programs that potentially are most appropriate. In eyeballing the list, specials may represent more viable product. Many specials are timeless, whereas certain series feel tethered to an "era"

See EXHIBIT F: Available MTV Library Product

Some examples, and per my instinct the likeliest to rate, are:

- Diary, Celine, Nickelback, Backstreet Boys and others
- When Lyrics Attack (highly rated always)
- When Sex goes Pop
- Beavis and Butthead. Believe it or not, this is already nostalgia, and it features videos. It would likely rate
- Spring break Uncensored (as we approach MTV's spring break, works for both channels)
- Other non-MTV Uncensoreds: Jim Carey, Ben Stiller
- Road Home episodes, many artists skewed a bit older
- Jammed No Doubt and others
- Sex in the 90's series
- Loveline late night.. hasn't aired in a bit, and always did well with an older audience
- Fashionably Loud, four older episodes
- Fashionably Loud, Sports Illustrated swimsuit edition (Current and old)
- Most Expensive Videos
- Limp Bizkit Playboy Bash
- Andy Dick, the series
- Fleetwood Mac, the Dance concert. Always did well for MTV.
- Hook Ups that Shook Up MTV
- I was an MTV VJ, various editions

The product was generally retired when delivering in the .6, or .7 range. If we could deliver a .4 for VH1, it's probably worth it. Who knows, this could kick things up 3-5% as well.

4. Bring back All Access.

I know this has been discussed. Do it fast, if you're not already. Deliver by late Q2.

I've eyeballed the topic list editorially, and I think it's strong. My read: 40% of the titles are ratings getters, another 20% possibly. 40% strike me as less likely to earn a rating. Some favorites:

- Satanism
- Tribute Bands
- Drugs Rock and Roll
- Rock Restaurants
- The 80's resurgence
- Rock Cars
- Sex Rock and Roll

5. Pursue Broken Series.

USA has built a business picking up 32 episodes of cancelled series. Two of a Kind, cancelled by ABC after 22 episodes, went on to become Family Channel's highest rated series.

- Family Guy - is in the marketplace but is not currently airing. It's exceptionally written, with a cult following willing to seek the show out.
- Watching Ellie - if it continues to fall in week three, could be a busted series by spring. It would do well on VH1.
- Freaks and Geeks - critically acclaimed, worked on Fox family but they are no longer airing it: **D1S**
- Once and Again - given Lifetime's window and the fact that the show is nearly dead, we might be able to get some sort of deal on it.
- Relativity - Once and Again's younger sibling about a new relationship.
- The Tick - critical favorite.
- Clerks - animated now available on DVD.
- Snoops - David Kelley's failed Sunday night/ABC drama about private detectives.
- Cupid - Scott Winant and Rob Thomas good hearted romantic comedy from ABC.
- Jack and Jill - WB's Felicity replacement scored well with young women.
- Felicity - she's all done at the end of the season.
- Grapevine - CBS' ill-fated comedy that was SEX AND THE CITY before SATC - they brought it back for a very limited run 2 years ago...hilarious show from David Frankel.
- Theives - John Stamos' attempt to bring back MOONLIGHTING.
- Savannah - WB's first glossy Aaron Spelling soap - a true original with sexy women, handsome men and 29 original episodes.
- The Others - NBC's paranormal look at a group of misfit young adults with psychic powers.
- Gideons Crossing - ABC's Andre Braugher mis-step -- set in hospital...amazing production values and writing from Paul Attanansio.
- Square Pegs - the original misfits in high school idea - very retro for the 80s with Sarah Jessica Parker.
- Grosse Point Blank - spoof on 90210 from WB -- very popular with 18-24 year olds.
- Original 90210 and Melrose Place - a kitschy retro 2-hour block with the Aaron Spelling granddaddies.
- Hype! - WB's answer to SNL and Mad TV - not as consistent, but the others aren't available.
- Get a Life - Chris Elliot turned this sitcom into a cult classic - early FBC property.

- 2000 Malibu Road - a short-run series from Joel Schumacher with Drew Barrymore, Jennifer Beals and Lisa Hartman-Black - a true classic.
- Two Guys and A Girl - hey, it wasn't classic, but it held a sizeable audience for 4 years on ABC.
- Jenny - Jenny McCarthy's quick NBC show partnered with HITZ, UPN's MTV Productions sitcom.
- Murder One - compelling detective/soap opera from Steven Bochco.
- Bette -- Bette Midler's short-lived CBS comedy

SOME LAST DITCH EFFORTS:

Freakylinks; Players (with Ice-T); Cracker!; Men Behaving Badly; Lois & Clark; That's Life (too soft?); Fugitive; Popular (too young?); Get Real (too soft?);

6. Cherry pick "music-centric" Nick at Nite/ TV Land episodes.

Tutti sings, Woody croons, Fonz goes to the sock hop. There may be as many as 50 relevant episodes. Theme the week or weekend, countdown the best musical episodes of all time. Program counter to Nick ad Nite. Judging from our sister service's ratings, this is worth a 40plus% time period bump, 1-2% on the quarter.

7. Obviously, the option of co-opting an entire Nick at Nite or TV Land series exists as well.

Options might include:

- Cheers
- Cosby
- All in the Family
- Family Ties
- Three's Company
- Brady Bunch
- Get Smart
- Laverne
- Dick Van Dyke
- Mary Tyler Moore

8. The latest trend is second cable windows on existing prime series.

Twenty months ago, perhaps only Chris Isaak and a few others were available. Thanks to the economic downturn and consolidation, current hit shows like Charmed, Once and Again, 24, Law and Order, SVU and others now have cable second windows.

It's also worth noting that, while other vertically integrated companies have aggressively promoted synergistic windows (AOL Time Warner with WB and TBS, Disney with ABC and ABC Family, Fox with the Network and FX), only Viacom seems hands-off here.

Examples include:

- That 70's Show, That 80's Show - some sort of combo with these 2 shows could be win/win for VH1's nostalgic audience.
- Ed - a terrific show.
- Gilmore Girls - wonderfully done.

- The Practice - but only if FX doesn't have second windows.
- Smallville - probably too young.
- Scrubs - critically acclaimed and getting raves for re-inventing the sitcom.
- Pasadena - it looks like FBC will give up on Mike White.
- Third Watch - young/medics/police.
- The Guardian - he is a true star.
- Alias.
- Wolf Lake.
- How To Be a Rockstar - Oliver Hudson is hot.

9. Network Reality series

A rather recent phenomenon, they have not traditionally been syndicated to great effect (other than Cops). However, Unsolved Mysteries powered Lifetime to record ratings. Consider:

- Survivor - early seasons
- The Mole.
- Millionaire (network version).
- Weakest Link.
- Amazing Race - first season, critically acclaimed.
- Wayne Brady - upcoming shows (may go straight to ABC Family).
- Who's Line is it Anyway has worked.
- Rebuild Your Life -- UPN's reality show with Endemol is being reworked with notes from CBS who is now overseeing the project...getting a 2nd window on that shouldn't be too difficult, either
- Temptation Island 1-2, this will rate.
- Love Cruise
- Chains of Love.

10. Re-purpose day and date entertainment-based magazines

MTV currently has a pilot with Paramount re-purposing Entertainment Tonight's younger skewing stories of the week into a weekend half-hour. ET on MTV. David Foster's daughter Sarah is host, and the pilot is shooting now. The cost is expected to be well under \$50K/half hour for infinite weekend runs. VH1 could pursue second windows on other entertainment-based day and date access strips. Access Hollywood, Inside Edition, (Paramount), Extra. You could pursue comp episodes, as above, or day and date strip repeats. These deals are challenging because station contracts generally prohibit competitive exhibition, but the world is changing. We could offer to program in prime, for example, to avoid this issue.

11. Another new trend involves buying first run syndicated product for "cable syndication" a few years later.

The hottest property soon to be available is Blind Date. This would likely work for VH1. For positioning, block "musical" episodes (dates who saw live music), produce a launch special counting down the best musical moments, have the writer's "bubble" other series on VH1, etc.

12. Rosie is perhaps the most intriguing first-run option rumored to be available for cable.

It's unclear to me whether dated celebrity chat will work. She's a brand name, certainly. Other more evergreen talkers (Ricki Lake, Jenny Jones, hey Jerry Springer) might perform better.

13. Other currently syndicated fare worth exploring could include:

- Change of Heart
- Judge Judy (Paramount)
- Other court shows
- Ebert and Roper (customize with music segments)
- Hot Ticket
- The Other Half (kidding.. but it's got Dick Clark and Danny Bonaduce).
- Dr. Phil, the supposed new hit of the fall.

14. Off Cable shows. Except for HBO properties (Dream On, Sex in the City?), this is not a long list.

But in as much as we want the war room to explore every path, also consider:

- E News Daily – perhaps as a comp show.
- Breaking News-- TNT's busted series that was shot through New Line TV, starring Ken Olin, is supposed to be really good...and it's just sitting on a shelf.
- Project Greenlight -- maybe VH1 gets the right to rerun the entire series as a 2nd cable window from HBO.

15. Studios are very aggressive with second windows on current pilots, which is an entirely new trend.

For example, Paramount is negotiating with MTV for a second window on Save the Last Dance, the television series. We were also approached regarding Miss American Pie, a pilot for NBC. Also, MTV has a meeting early next week with Dawn O. (UPN) on Empire, a hip-hop label project from F.F. Coppola. We have a comprehensive list of all pilots being produced and perhaps some would be right for VH1. Also, two already piloted series may be of interest; Greg the Bunny and The Andy Richtor show, both have great buzz.

16. In Living Color

It always performed exceptionally well on FX. Is there still life for VH1? Hey, they had fly girls.

17. Conan / Late night partners

As mentioned to Fred, philosophically, I wouldn't have passed on Conan. Fred was concerned we had our own talk entry. I'd offer that Conan, or like product, is the perfect access lead-in to drive sampling of Zach's show. The draft theory of scheduling. Easy for me to say, but I think it would have worked well. Likewise, I would have jumped in the game for SNL, with its live music. Since these are gone, we should consider Craig Kilborne, or a shared window on MADtv with TNN, or perhaps even a shared window on Politically Incorrect (gone to ABC family?) In the future, philosophically, view acquisitions as complimentary rather than competitive.

18. The dialogue may have changed around Letterman in the last week.

If ABC prevailed, word is they would have demanded an airing on ABC Family. Since this may have been put on the table, a five minute call to Les/Mel seems worth it.

19. Recut BTM to generate extended life.

For example, a series of one hour repackages, counting down:

- the wildest addiction stories ever
- the best comebacks ever
- the most inflammatory breakups ever
- the craziest rock star moments

We slice and dice existing shows frequently on MTV to extend the life. Cribs presents Rock Star Cars, for example, is just old footage in a new context, and it worked

20. Acquire television movies.

Lifetime, as the only real buyer here, has built a business rerunning disease of the week flicks. In the last few years, the complexion of network movies has become more sophisticated. We could pursue Annie, Cinderella and other ABC musicals. Steve Warner, former Lifetime scheduling and acquisitions executive, could be an immensely valuable consultant here. This is an easier market to penetrate than the theatrical market.

21. Cherry pick current movie availss.

Expand the filter to include movies that had great soundtracks, spoke for a generation, etc. Since we're likely to end up with limited, special windows, brand damage is minimal. Ben is on this, but I'd caution against over-exuberance here. USA/TBS etc. pony up major cash to limit access to these titles. Ben mentioned his target was 30 titles in 2002. Great, go for it, but don't hold your breath.

Note: The recent successes on VH1 include House Party 3, Blues Brothers 2000, The Jacksons, Too Legit (Hammer), and Selena. This list is interesting because none (save maybe Selena) were huge commercial successes initially. However, all involve "brand name" personalities or titles. Something to keep in mind when making acquisitions.

Ben and Company are deep into TNN's library, Paramount also.

22. Early windows on 2003 fall syndicated product

Dawson's is the only major unsold series just now, and I'm suspect. It's not clear to me serialized dramas work in repeats. Party of Five was a disaster for Lifetime. If you can buy with TNN, and limit your exposure, why not. Otherwise, I'm skeptical. Product for Fall 2002 is mostly spoken for.

Consider looking at 2003 fall syndication list, for 2 reasons.

1. It's still early enough to carve out a cable window in station contracts.
2. Some programs may be made available early with the broadcasting networks permission

23. Pop culture retrospective

While we've not done well with actual episodes of Arsenio, American Bandstand, Solid Gold, etc., we could do definitive retrospectives (Uncensored format, for example) on these franchises. I think they'd rate, and repeat well. Survey the television landscape, and this list could be expanded to include 20 nostalgic franchises, tangentially connected to music. E has had absolutely incredible success with retrospectives on everything from The Facts of Life to The Price Is Right. Also, Carol Burnett's retrospective and Michael Jackson's comeback concert did fantastically well on network. 20 Pop Culture Retrospectives over 12 months could be worth 1-2%.

24. Buy Glitter.

No one saw it, but everyone will stop when they see Mariah. Seriously, I predict cable success for this puppy... it really was a tv movie after all. No impact until '03, but one of the few currently available

cable premieres in the near term. Per Ben, Fred's not into Rock Star, but I'd pick it up immediately. It features America's biggest female television star, and it too played like a television movie. It will rate

25. Showtime

It has come to MTV asking us to partially fund certain movies in exchange for a post-showtime window. To consider for a few right titles. It's a ten-minute exercise to review the slate, and you could effectively double your TV movie output – something we can't do via development at this late date.

26. Produce "musical" episodes of hit programs.

Unlike RNR Jeopardy, which recast the format, produce a weeklong tournament with Alex, airing first in syndication. VH1 takes the second window. Likewise, MTV was approached last year to produce and re-air a musical Hollywood Squares theme week. Produce two musical episodes of Whose Line Is It Anyway directly for VH1, with the same cast. Put Rock Stars in The Chair for God's sake. Generate a list and make the approaches. A handful would move the dial, because these are recognizable brands and established hits.

27. George Moll's 100 greatest stunts have done well historically.

Currently, VH1 is planning for two per year. In reviewing his development list, many of the concepts are strong and commercial. Bubble Gum Babylon and Hip Hop Nation are great. I'd immediately greenlight those, and plan on four per year for at least the next two years. This could be worth 2% at least in said quarters.

Optimistically, if we pursue these paths immediately, you'd recognize a minimum 10% ratings growth by Q3 2002. 10% growth is worth a minimum of \$20M per Doug Rohrer. VH1 may, in the process, end up landing some new permanent building blocks for its schedule.

At present, the process around these and like initiatives feels either non-existent, or a bit scattered. I'd return to my original premise: there are 27 diverse, convoluted initiatives here. This process needs to be driven intensely, in some forum, by someone, daily and separate from the development process. (Ann Sarnoff role?)

Also, do you have the right expertise to execute against all of these initiatives? Ben, who's great, also has a full time scheduling job to do. At best, what's that leave him 15 hours a week maybe? And his acquisition head is director level, which is very junior for the magnitude of the task ahead.

I'd suggest bringing in some complimentary expertise to work directly with Ben. Acquisitions is a very specialized universe. Hollywood "big leagues" (for second windows, pilot participation, etc) is yet another closed universe. "Editorial calls" on instant specials is yet another unique specialty. Getting this emergency machine fully staffed and functioning is priority one.

Recommendations:

- Bifurcate the challenges, creating a forum/team to work exclusively on emergency moves in the near term. Allow the series development steps to unfold separately and properly over the longer term.
- Finalize a comprehensive list of all possible initiatives, beginning with the 27 herein.
- Determine which initiatives are acceptable for the brand, and which are not.
- Bring the necessary expertise in-house to pursue unusual acquisitions, second windows, and make editorial calls on "instant" content.
- Meet daily in the war room to track progress.
- Target a minimum 10% growth through these initiatives by Q3 2002.

HOW DO WE FINANCE A RATINGS - ORIENTED VH1?

Over the next 12 months, VH1 needs to transition to a more ratings-oriented financial model.

The ratings model indicates the number of launches and series required to move the needle by Q2, 2003. Clearly, to fund additional development in 2002 (15 more pilots, per the above) and 9 more series launches, we need to liberate funds. Per the current budget, we're short.

Moreover, we need to fund any and all emergency initiatives, and the current acquisitions budget is Zero.

So what goes? Consider the actual ratings returns for dollars spent.

See EXHIBIT G: Cost Per GRP Calculations

Format driven shows, like BTRS, Where Are They Now, and BTM cost \$20,000 or less per gross ratings point. They're not as cheap as video shows to produce, but they deliver far more bang for the buck over time.

Recommendation:

- Analyze the slate for evergreen, format driven franchises. Consider those the best immediate return.

By contrast, video shows, like Red Eye, Fresh or Jump Start, cost north of \$35,000 per gross ratings point, and actually perform below the channel average rating. We spend money against Jump Start on a time period that isn't even rated. There is no rationale for spending significant production dollars on low rated, perishable video shows in this climate.

Recommendation:

- Cease spending production dollars on Red Eye, Fresh, Jump Start, and other low rated video shows, netting 2002 savings of \$2.9M, annual savings in 2003 of at least \$4M.
- If you choose to keep these banners alive, produce with minimal studio wraps, graphic and contexting instead. This allows you to be, for example, in the "fresh" music video business without blowing \$20K a pop.

Let's consider Daily News. The return on interstitial news bits, from a ratings point of view, zero. The subjective brand measures fail to suggest VH1 news is key.

MTV news has quietly migrated from daily news briefs to primarily well rated series (True Life, Cribs) and well rated specials. Over the last five years, our daily news budget has actually declined. Today, daily news footage is collected primarily in support of well-rated library driven specials, or mtv.com, where news actually works to drive traffic.

VH1 should consider halving the news budget, at least for the next year.

We should also have the conversation regarding shared MTV and VH1 news footage.

Recommendation:

- Consider eliminating \$1M in costs from daily news collection
- Per the previous section, migrate the news division towards series and special's development and production
- Consider sharing footage collection resources with MTV. (I have not vetted the feasibility of this)

Between Video programming and News, we've now liberated \$3.9M for 2002.

Because Late World with Zach can only repeat, say, 4 times, even at a liberal rating of .4, the program costs \$55K per gross ratings point. This further underscores the extreme nature of the gamble. Today, at a .2 and two airings, the cost per gross rating point jumps to nearly \$200K. Give the show it's fair shot, but bear in mind a go/no go decision by Memorial Day returns \$5.6M to the coffers.

Recommendation:

- Bear in mind the significant financial recoupment should we opt out of Zach. Endeavor to determine next steps by Memorial Day.

I'd far rather Zach emerge as a hit show. But if it does not, we've liberated \$9.5M in additional funds for 2002, thanks to the aforementioned reallocations.

Finally, let's talk about VH1 events. At a .7, the Fashion Awards, even with all repeats in, costs an astounding \$245K per gross rating point. My VH1 awards similarly costs \$275K per gross ratings point.

If there exists the opportunity for thorough, ratings-oriented creative reinvention, we should explore that option. At a distance, I'd say Fashion is notoriously "inside". And My VH1 Awards, while very enjoyable to attend, lacks a television hook that resonates as distinct in a sea of award shows.

Sales revenues are attached to these events. But longer term, greater sales revenues are attached to ratings (as we're now seeing). Ratings are powered by series. It's counterintuitive perhaps, but liberating monies from disproportionately expensive events will drive more revenue longer term through additional series hours and higher ratings.

It's important to address the sales impact near term, and preserve the revenue during any transition away from these events. For example, Fashion Awards might become Fashion and Style theme week, wherein we produce the ultimate style countdown, Fashionably Loud on the beach, offer themed video blocks, throw a party for advertisers, etc. We could execute all-in for \$750 and potentially drive the same revenue. Likewise, My VH1 awards. Eliminating these two events, even allowing for reinvestment in alternatives, liberates another \$4.5M.

The other option is to create new events as alternatives. Video Hall of Fame is a great idea. Given our other challenges, I'd suggest no more than one new event, and only if we eliminate the aforementioned events.

Recommendation:

- Consider strongly transitioning Fashion and My VH1 Awards to less costly, potentially higher rated, equally attractive revenue vehicles.
- Consider making this move for the 2003 Upfront.
- Consider developing as an alternative VH1 Video Hall of Fame.

If all recommendations herein were adopted, we'd liberate more than \$13-15M annually to fund ratings-oriented content. \$15M would fund 100 pilots, or 7 series launches, or countless acquisitions. So the good news is, if we make these moves fast, funding is not our major issue.

But, to be blunt, if some combination of cuts aren't made (always painful), it's impossible to fund enough development and series launches to achieve a .32 by Q2 2003. Or to fund emergency moves, with an acquisitions budget of, currently, zero.

It would seem further MTVN investment in VH1 per se should be secondary to self-funding through said cuts, which will also have the incidental benefit of focusing existing staff on the right endeavors. I didn't examine other budget areas (marketing, online, whatever) for other self-funding opportunities.

THE ORGANIZATION

Can we execute and sustain this plan?

I wouldn't presume to evaluate individuals in the mix. Everyone has been exceedingly gracious and great.

More broadly speaking, I have a general observation about the organization.

At VH1, there are a lot of "idea" people who can wax poetic about the brand. There's no shortage of one liner tv ideas, high concepts, positioning lines. No shortage of brand research decks. No shortage of abstract contrasts between the old and new VH1. No shortage of Gen X psychographic references. No shortage of passion or good intentions. This is all fantastic.

There is, however, a substantial dearth of knowledge with respect to what I'd call "the great middle". On the front side, top executives can identify and generate some solid television concepts. On the back side, top executives can figure out how to market those concepts.

But in television, the magic is seldom in the initial one liner, or the eventual marketing campaign. The magic occurs in that great, experimental middle where we screw with actual content, and make it real. The accidental and beautiful chemistry of a cast after 419 reads. The magic storytelling tone realized on the fifteenth edit. The marriage of executive producer and host that makes one plus one equal 200. The twist in segment two that made everything work. And on and on.

There is a great deal of science involved in producing hit television shows. Experience in the "great middle" -- having evaluated thousands of paper treatments, sat thru hundreds of run thru's, read hundreds of scripts, closed thousands of deals, lived through successful pilots and failed pilots, successful launches and failed launches -- it counts for something.

By everyone's own objective and refreshingly candid admission, there exists a decided lack of development or programming experience just now. The top executives -- president, programming head, news and production head -- all lack direct experience here. The lead L.A. development executive, by all accounts, is very respected and has a great reputation, but his specific expertise is scripted programming - which I'd offer is the least important element in the VH1 Mix, for at least the next 12-18 months. People who did know television -- Gaspin, Brand, Zalaznick -- are all gone. An SVP who knew acquisitions is gone.

John mentioned early on, "VH1 has great ideas, if we could just get someone in there to make sure they turn out decent".

Respectfully, that is the very essence of the business, the very key to your future success just now, and the hardest thing of all to achieve. I have 1,000 one-liner concept treatments on file; they're essentially meaningless. What matters is allowing the right people with the right sensibility and right life experience to play endlessly in the right place with the right toys and the right talent until something magical happens. The great middle -- where all the experiments are worthy and most fail - that's the game.

Somehow, organizationally, it's essential to proxy for this lack of experience. I'm not suggesting anyone lose their job, get a boss, or any noise like that. To the contrary -- I put this down on paper because everyone at VH1 has been fantastic, and everyone at MTVN wants VH1 to succeed. You can proxy for this lack of direct content experience any number of ways, and it's completely up to you.

In addition to bringing the appropriate experience in house, I'm concerned structurally about serious content and development bottlenecks.

Networks have comedy, drama, reality and movie development to ensure product from a variety of sources, always. The only way to leverage a small staff across an infinite number of possible products and

producers is to divide and conquer. At MTV, we've consciously created seven competing development departments, all of which spend their own development monies without my specific authority.

As a result, if Series Development has a bad year, Music Development carries the year with the Ozbournes. If Music Development has a bad year, News and Docs can carry the organization with CRIBS, or whatever. Everyone has hot and cold seasons. Moreover, as is classic, when a development team gets into production on pilots or series, their development drops to low levels. If those pilots or series fail, they're in deep trouble unless another part of the organization is ready with new content.

Ostensibly, we have three sources of VH1 content: Series and Movie Development in L.A. (Tao), News and Production (Michael Hirschhorn), and George Moll (BTM, 100 Greatest). And each is responsible for programs currently being launched. Upon closer inspection, it becomes clear that development isn't really functioning actively across all departments.

Michael, who seems smart and great, admits candidly that his experience at Spin magazine leaves him wanting for development expertise. Michael has about ten shows on his slate (included in the work above). He mentioned his charge, per Fred, was to have multiple series ready for summer, but is unclear how we'd get said series ready. Even if concepts went to pilot tomorrow, they'd deliver late May, for greenlight to series three months hence; that would be fall, not summer. Obviously, at a magazine, today's idea can go in next month's issue. Television is a different reality.

Moreover, Michael's two current series didn't stem from development per se. Driven evolved from a prior program and existing staff. Being was "assigned" as I understand it. The two current launches are a bit misleading with respect to News' ability to deliver future series.

George Moll focuses exclusively on Behind the Music, and 100 Greatest. He "Develops" new concepts for "100 Greatest", but that's it for his slate. He's producing Ultimate Albums as a series, but beyond that, his anticipated contribution to VH1's future is, negligible. Essentially, he too functions as a "producer for hire", executing projects one at a time.

So, where does that leave us? All new content must essentially flow through Steve Tao's group. Steve has 8 development executives, but how many are really working on our future? Rob Weiss, Head of East coast series, is spending 80% of his time on current programming. David Ladik, Director, is 100% on the talk show (current programming). Scott Reich, Director, has been co-opted to produce stunts and specials, having done little or no development until recently. The L.A. bodies – Kim, Julio, Lisa, Brook – are all about 75% development.

Do the math, and there are about four equivalent "bodies", all working for Stephen, responsible for series development – and that's it. That's your great middle! And if that's your great middle, that, organizationally, is the key to VH1's future. Right there..... Is that enough?

Contrast this with the number of total bodies working in daily news, production of video hours, weekend packaging, on major events – all of which, all taken together, are statistically insignificant with respect to ratings growth.

- 5 people are responsible for 90% of the future ratings mix (series)
- 36 plus people are responsible for 10% of the future ratings mix.

We have all the one liners, brand research, and gen ex expertise, and ratings are still declining. VH1 needs to structure its development operations to facilitate "the great middle".

Recommendations:

- Endeavor to create at least four, if not five separate, functioning development areas, each with different sensibilities and goals. Areas could include L.A. series development, NYC series development, NYC News and Specials, possibly development in the NYC Production Group, Docs and Stunts under George Moll.

- In all areas, proxy for the relative lack of development expertise. You can get there a variety of ways - changing executives, adding bosses, proxying with competent direct reports. Ultimately, any more specifics here would require me to evaluate individuals, which I'm loathe to do based on such limited information.
- Set very specific development targets for each group. 20 Active noodles at all times, 10 projects in active development, minimum 5 pilots per year. As a result, you have 50 projects in development at all times, and produce a minimum of 25 pilots annually.
- To facilitate a broader, flatter organization, make individual funds available for each group. Require each of five groups to manage their budget independently.
- Add a Junior Executive in Fred's office to track calendarization of all projects across development divisions, so as to manage future product inventory.

NOW FINALLY, ABOUT OUR BRAND

Oscar Wilde said, "The basis of optimism is sheer terror." It's more than a clever line. Times of crisis are also times of creative ferment, the hours when new ideas rise on the ashes of the old. This can be an incredibly creative - and optimistic - moment for VH1. Really, if we channel our great energy in the right direction.

I saved discussion of the VH1 brand for the end of what has turned out to be an alarmingly lengthy document. I did that despite the fact MTVN is a brand-based company first and foremost. And we have some of the best brands in the world, certainly on television.

Based on my limited days with VH1, there seems to be endless conversations about the brand. Everyone spoke of the old VH1 vs. the new VH1, with the old accused of being nostalgic, retro, 80's, older-skewing, 18-49, 25-54, etc. By contrast, the new VH1 is hipper, gen ex, fresh, funny, 18-24 and 25-34.

"New" is everywhere. The VH1 budget presentation talked about gen ex and their new target. Fred spoke to critics about the "new" VH1 at TCA. John talked about it at the sales conference. Research produced lots of brand studies evaluating old and new.

At the end of the day, all this talk has me perplexed. Because by virtually every objective and subjective measure I've seen -- in the research decks, from the audience, from the ad sales folks -- everyone raves about the brand. In the last Brand Tracking, overall ratings were up to 59% (4 or 5 on a 5 point scale) from 52%; viewer satisfaction with their last brand experience was up to 59% as well, from 50%. In fact, everything we know suggests VH1 is a tremendous brand, beloved by consumers, historically adored by advertisers. As Doug Rohrer said, "VH1 is the easiest brand to sell, bar none, if we had the ratings."

There are some great marketers in the senior executive ranks at VH1. Maybe it's only natural that, as the ratings go down, marketers have begun analyzing the brand. But is that really the problem? When the elevators in a skyscraper are broken, you don't tear down the building. The building is fine. But if you want to get back to the top, you'd better fix those damned elevators.

Our problem isn't the brand. The brand is still standing tall. Our problem is a lack of compelling content. And without compelling content, we're not going to bring people into the building and we're never going to get back to the top.

The brand still has strong equities. Research says, "smart," "mature," "sophisticated," "informative," "not so trendy" (a good thing), "deeply evocative of memories and feelings." VH1 is "great entertainment about pop culture and music" that creates a sense of "comfort and belonging" and "validation." Our cume remained high long after the quality of content declined. In fact, the ratings declined for 6 quarters before the cume declined.

There is no doubt that we have brand equity. What we're missing is content equity.

As we develop content, what are the brand parameters? If the research is a reliable guide, it suggests a programming direction that is less "new" than we're aiming for.

- In the music segmentation study, our audience loves broader pop, alternative, grunge, 80's, aor, rock, with an interest in more 90's hip hop and r&b. In the past, VH1's positioning was highly compatible with those affinities. Now, however, we're exploring other music mixes for which I see no mandate from the audience.
- Research shows nostalgia starts as early as 27. Nostalgia doesn't have to imply grandma's black and white photos. Dr. Dre, folks, is nostalgia. Early 90's hip hop, which has scored for VH1, is nostalgia. That's how fast the world moves.

- In the past month, VH1 Classic was sampled by 53% of the audience who had it available – an astounding sampling for a nascent digital channel. Arguably, there is more interest in VH1 classic than MTV2, despite our relentless 360 promotion. This tells you something: “classic” is “cool”.
- One research deck had the audience rejecting promos with Jennifer Lopez music because “that’s not our music”. This is 25-34’s. Yet we hit them with a new “Fresh” music show.
- In another research deck, the audience cited their other favorite channels: History, CNBC, Lifetime and The Learning Channel. These are smart, substantive, adult options (ok, maybe not The Division.) Do these same people want crazy camera angles and Marilyn Manson?
- Only 15% of the audience visited the web in the past month, yet we continue to push VH1.com, connectivity and interactivity on air. The research says we offer great .com satisfaction, so it’s not us – it’s just that our audience isn’t into it.
- Fred mentioned we would embrace nostalgia if we could “laugh and wallow” in it. I take his point – let’s have some fun. But there’s a line beyond which we’re mocking, rather than earnest. I don’t see the audience digging this.

Don’t get me wrong. VH1 can play with Hip Hop, Brittany Spears and great new music, MTV be damned. But when branching out, you have to be careful not to stray too far from the foundation. New artists need to be introduced in the context of older artists. Hip Hop artists introduced in the context of Behind The Music. Christina in the context of Diva’s.

For a 15-year-old watching MTV, pop music is a phenomenon solely of the present. But the VH1 audience has a sense not only of history, but of continuity, as well. You can build bridges between the old and the new, increasing the comfort level with new artists and new music. What you can’t do is simply abandon all that came before and leave your audience stranded on the far shore, unable to get back home.

In 1997, there was serious discussion at MTV about abandoning Real World. Because we had no other shows that worked, we repeated Real World endlessly. The entire season repeated 34 times in Q4 1997 (I kid you not).

Because ratings were declining, people thought the brand must be whack. If repeats of RW were harming the brand, many advocated, loudly, throwing the show overboard to “help the brand.” I advocated keeping the show, using it as a foundation to rebuild our schedule. We needed to *add* on to it, not *abandon* it. Don’t throw the baby out with the bathwater, as the cliché goes.

Look at where we’re losing our audience: 18-24’s declined only 17%, quarter to date; 18-49’s declined 31 percent; and 25-54’s declined 35%. In prime, where we’re putting our “new” energies, the story is more severe: 18-24’s have only declined 7% quarter to date; 25-34’s have declined 29%; and 35-49’s have declined a whopping 41%.

So great, you’re hipper and younger. *But the available audience thanks to the population bubble is 25-49!* It’s simple math. 33 year olds watching CNBC are not likely to watch Being: Nelly Furtado. Ask yourself: are you EVER going to get enough 18-24’s to offset 30-40% declines among 25-39’s? *You’d need to more than quadruple your 18-24 numbers to simply break even. To grow, you’d have to increase your 18-24’s six times over.*

The hard core music junkies, 18-24’s, are a limited audience and you’ve got them already, clearly. The real opportunities for growth are, to steal terms from one of the decks, “pressured parents” and “forever young’s.” These groups are less tethered to their televisions, less likely to be hard-core viewers, and have other things going on in their life. So you won’t be front and center in their lives. So what

They’re also affluent, relevant, and a much larger group -- large enough to grow ratings significantly.

You tap into something powerful and important when you get people 25-49 to mark the times of their lives through music. To get in touch with their inner rock-n-roller; to reflect on their past and present relevance

via pop culture; to remind themselves they can still be sort of hip. And not least, to take up the offer of an entertainment alternative to the History Channel.

Moreover, if you look across the television dial, top cable performers – TV Land, Nick at Nite, E, TLC, History, A&E, Discovery – they've all tapped into this with tremendous ratings success. We walk away, while in that subset – the relevant subset – VH1, has the chance to do it better, funkier, fresher. You can't go back to senior year, but you have the opportunity to be the class hotty at the 10th reunion.

Since I'm the MTV guy, you may conveniently dismiss this, believing I'm just pushing VH1 away from my youthful territory. Trust me: if the numbers and research led me somewhere else, I'd have gone there instead. Look back: I suggested offering you our series, our development ideas, our library, our producer's lists, our news footage, and on and on. This isn't about MTV; it's about VH1: an incredible brand with equities we're surrendering too easily.

At the end of the day, it comes down to content. VH1's current brand equities reflect the channel's content. Eighty percent associate the brand VH1 with "stories behind the music." It's the highest brand attribute by far, followed by "songs and artists you like but haven't seen in a while."

Why? Because the audience watches more BTM than any other show. To them, that show is VH1. More than anything else, the shows define the brand in the first place.

MTV did the hard brand filter work with Simon. We decided that one of our brand filters was irreverence. But until we put irreverent content on the air, that brand work is meaningless to the audience. MTV is "irreverent" because we put "Jackass" on television. Case closed.

So if you want to help the brand, stop talking about the brand and start creating content that advances the brand with our audience.

Finally, the issue of broadening the filter: Can the brand broaden the filter so that music is central, but not necessarily first?

Music evokes great memories about life - all of life. And it does that for a universal audience. A few people might get misty-eyed recalling their first Sam Shepard play in the East Village in the 70's. But tens of millions are transported by a great song from a unique moment in time. They carry the music inside them. And when we strike that particular chord, it has a powerful effect – one that extends beyond a single pop song and speaks to them more broadly about their lives and their place in American culture. The music defines a part of them. And when it's presented in a context that's meaningful and contemporary, it also stretches and extends that definition into new emotional terrain.

So can the brand broaden the filter? I think we all know the answer. We can think of 20 ideas right now that both serve and stretch the brand definition at the same time.

So my final advice is this: Don't focus on the brand. You've done enough of that just now. The brand is strong; it will take care of itself as long as Galager and Loni Anderson don't return. But only – ONLY – if you begin to create some real content equity. Content equity will translate over time to brand equity. That's the real task at hand. That's the mandate. And that's the key to the future of VH1.

EXHIBIT E
MTV show concepts with VH1 Applications

Microphone Sessions

A reality series about underprivileged aspiring artists undergo an intensive 13 week process requiring them to do tough soul-searching as they work to "own the mic".

Make It Break It

Picking up where Fanatic left off. The life story of an artist told by those who know them best, their fans.

Chatterbox

A new video show giving you the truth behind the rumors that have scathed your favorite stars reputation.

Music Therapy

Up-and-coming bands open up to our panel of experts as they try to solve the usual problems a band incurs, trying to keep them off the road to destruction and becoming another fallen rock band statistic.

Forensics

A serious approach to light hearted cases using forensic analysis.

Colleen Fitzpatrick

Colleen Fitzpatrick, a.k.a. Vitamin C takes us through the ups and downs of pop stardom, with fictionalized stories that mirror her real life as a mature rock and roller version of a girl-pop sensation.

Virgin Chronicle

Music celebrities take a trip down memory lane, revisiting their "first"; first kiss, first car, first crush, first gig and their *first time*.

LIPA

Only the most talented artists are accepted. We follow the lives of students at the Liverpool Institute of Performing Arts, a FAME-like breeding pool where Paul McCartney teaches and mentors.

O'Neal Empire

From the creative mind of Robert Townsend comes a twisted look at the music industry through an up-and-coming record label.

Dorian Gray

Dorian Gray, set in the modern world of Rock and Roll.

Skirts

Former Laker girl and pop sensation Paula Abdul plays a Dallas cowboy cheerleader who starts her life over again when she decides to head up a high school girls cheerleading squad - set to the latest music of course.

Give Your Mate A Break

Everyday people are unwittingly thrust into a talent competition by their friends. Watch them as they frantically prepare to take the stage and take home the ultimate prize.

Intervention

On INTERVENTION, a new person is nominated each week by his/her friends to get their act together. The show's hosts and its experts will provide the person everything they need to start their lives anew.

Movie House

All about the fun and excitement of going to the movies without the long lines and sticky floors! Along with many clips and fun movie facts, the on-site audience of this half-hour series views and rates the week's most highly anticipated release, giving it a soon-to-be-famous MTV Movie House Rating.

Social history of

A ½ hour that traces the history of ever present pop culture items from Tattoo's to sneakers to cell phones.

EXHIBIT F: MTV LIBRARY PRODUCT

MTV EVENTS:

- **Movie Awards Uncensored (1 hr.)**
(window leading up to MTV premiere w/ MTV promotion)
- **Spring Break (10.5 hrs.)**
(window post SB on MTV)
- **MTV Icon: Janet Jackson (1.5 hrs.)**
(window in April leading up to Aerosmith ICON)
- **Fashionably Loud (5 hrs.)**
-Four episodes including MTV Europe's version
-Swimsuit version

TOTAL HOURS: 18 HRS.

SPECIALS:

- **MTV F*Ups (2 hrs.)**
- **N*Sync's Greatest MTV Moments (2 hrs.)**
- **TRL Presents MTV's Best Performances (30 min.)**
- **So You Want to be a TRL Superstar: Debuts and Demos (1 hr.)**
- **TRL Presents: Most Expensive Videos (2 hrs.)**
- **TRL Retirement Home (2 hr. version)**
- **TRL Presents: Total Disclosure w/ Carson Daly (30 min.)**
- **TRL's Best of the Backstreet Boys (1 hr.)**
- **Limp Bizkit's Playboy Bash (90 min.)**
- **MTV All Star Update (2 hrs.)**
- **MTV's Most Outrageous Moments (2 hrs.)**
- **MTV/Rolling Stone: 100 Greatest Pop Songs Ever (6 hrs.)**
- **I Was An MTV VJ (90 min.)**
- **Fleetwood Mac: The Dance Concert (90 min.)**
- **Kiss and Tell: 20 Years of Making Out on MTV (1 hr.)**
- **Hook-Ups That Shook Up MTV (30 min.)**

TOTAL HOURS: 25.5 HRS.

MTV NEWS AND DOCS:

• **9 FOR THE 90'S**

1/30/99	9 Days That Rocked The 90s	60:00
6/2/99	9 Movie Moments That Made The 90s	60:00
11/14/99	9 Signs That Defined The 90's	30:00

9 FOR THE 90'S

2.5 hrs

• **CHOOSE OR LOSE**

8/15/92	Choose Or Lose Telethon: Vote Loud!	120:00
10/21/92	Choose Or Lose: The Al Gore Forum	60:00
11/1/92	Choose Or Lose Interview Special	30:00
11/1/92	Choose Or Lose Wrap-Up Special	30:00
2/19/96	Race And The Race: An MTV Choose Or Lose Special	30:00
3/26/96	Choose Or Lose: Live With Everclear	60:00
6/10/96	Learn It: A Choose Or Lose Education Special	30:00
8/12/96	Choose Or Lose: The Party Pitch	30:00
8/12/96	The Bus Stops Here: A Choose Or Lose Road Report	30:00
8/13/96	Choose Or Lose Live w/311	60:00
8/28/96	Choose Or Lose Live With Sponge	60:00
11/2/96	Choose Or Lose Votefest	60:00
11/5/96	'96 Live News Election Wrap-Up	30:00
1/26/00	Choose Or Lose: Launch 2000	30:00
1/26/00	Choose Or Lose: Where Were You At 22?	60:00
5/10/00	Choose Or Lose: Uncensored	30:00
5/22/00	Choose Or Lose 2000: The Gun Fight	30:00
7/30/00	Choose Or Lose: Why Care?	30:00
8/3/00	Choose or Lose: Party 2000 (Republicans)	30:00
8/17/00	Choose Or Lose: Party 2000 (Democrats)	30:00
9/26/00	Choose Or Lose 2000: Town Hall Forum with Al Gore	90:00
10/23/00	Choose or Lose: Sex Laws	30:00
11/3/00	Choose Or Lose: Votefest 2000	90:00
11/10/00	Choose Or Lose: Election Wrap-Up	30:00

CHOOSE OR LOSE

18.5hrs

• **FIGHT FOR YOUR RIGHTS: CRIMINAL**

1/14/01	MTV's Criminal (Pilot)	30:00
10/3/01	101 Punks Vs. Preps: The Brian Deneke Story	30:00
10/10/01	102 Hate in the Hallways	30:00
10/17/01	103 For Race and Nation: The Skinhead Murderer	30:00
10/24/01	104 Pride or Prejudice	30:00
10/31/01	105 Less Than Human: The Amy Robinson Murder	30:00

FIGHT FOR YOUR RIGHTS: CRIMINAL

3 hrs.

• **FIGHT FOR YOUR RIGHTS PROGRAMMING**

4/22/99	Fight For Your Rights: Warning Signs	30:00
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5/28/99	Fight For Your Rights: Point Blank	60:00
10/24/99	Fight For Your Rights: Through My Eyes	30:00
11/17/99	Fight For Your Rights: Hate Crimes	30:00
1/10/01	Fight For Your Rights Scroll	90:00
1/10/01	Fight For Your Rights: Anatomy Of a Hate Crime Special	30:00
4/12/01	Fight For Your Rights: When Hate Goes Pop	60:00
11/17/01	Fight For Your Rights: The Aftermath Of Terror	60:00

FIGHT FOR YOUR RIGHTS PROGRAMMING	6.5 hrs.
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• MTV 20 PROGRAMMING

1/20/01	MTV's 20th Anniversary: 20 Most Outrageous Moments	120:00
3/17/01	TESTIMONY: 20 Years of Rock on MTV	120:00
4/4/01	MTV's 20th Anniversary: Contests Uncensored	30:00
5/5/01	MTV20: GRAB THE MIC - a Hip-Hop History	60:00
5/19/01	MTV's 20th: Laugh Track: 20 Years Of Comedy On MTV	60:00
5/19/01	MTV's All-Time Funniest Videos	30:00
7/14/01	MTV 20: Everybody Talk About...Pop Music!	60:00
8/1/01	MTV20: Buggles To Bizkit	12 Hrs
8/1/01	MTV20: Live & Almost Legal	3 Hrs 30 Min

MTV 20 PROGRAMMING	23.5 hrs.
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• MTV NEWS NOW

5/20/00	MTV News Now Special Report Eminem: Hits And Disses	30:00
5/25/00	MTV News Now Special Report: Napster: Grand Theft Audio?	30:00
7/28/00	Napster: Facing the Music: An MTV News Now Special Report	30:00
8/21/00	MTV News Now Special Report: When Lyrics Attack	30:00
12/9/00	MTV News Now Special Report: When Sex Goes Pop	30:00
1/22/01	MTV News Now: Buck Wild at The Golden Globes	30:00
1/26/01	MTV News Now Special Report: Puffy On Trial: Victory Or No Way Out?	30:00
2/21/01	MTV News Now: Backstage At The Grammys	60:00
2/23/01	MTV News Now Special Event: Grammy Wrap-Up Show	30:00
3/16/01	MTV News Now: Puffy On Trial: The Verdict	30:00
5/1/01	MTV News Now Special Report: Hard Rhymes. High Stakes	30:00
8/28/01	MTV News Now Special Report: The Life of Aaliyah	30:00
9/21/01	MTV News Now Special Report: Our New Reality	30:00
11/17/01	MTV News Now Special Report: Bullies	30:00
1/25/02	Jay-Z vs. Nas: Beats, Battles and Beef: An MTV News Now Special Report	30:00

MTV NEWS NOW	8 hrs.
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• MTV NEWS AND DOCS SPECIALS

11/6/91	Generation: An MTV News Special Report	60:00
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3/3/93	Straight From The Hood: An MTV News Special Report	60:00
6/16/93	Hate Rock: An MTV News Special Report	30:00
8/11/93	Seven Deadly Sins: An MTV News Special Report	60:00
5/25/94	Gangsta Rap: An MTV News Special Report	30:00
8/16/94	Freaks, Nerds & Weirdos: An MTV News Special Report	30:00
8/23/94	Straight Dope	60:00
9/27/94	Smart Sex	60:00
4/18/95	MTV News: Inside Unplugged	30:00
7/11/95	Fight Back: An MTV News Special Report	30:00
10/30/95	Megadose I	30:00
4/1/96	Megadose II	30:00
10/7/96	Smashed: An MTV News Special Report	30:00
10/21/96	Do Something: An MTV News Special	30:00
12/29/96	MTV News Presents: Roundtable	30:00
3/30/97	MTV News Presents: A Conversation with Sean "Puffy" Combs	30:00
4/6/97	MTV News Presents - Black & White TV	30:00
6/1/97	MTV News Presents: Megadose III	30:00
6/22/97	MTV News Presents: Breaking Ranks	30:00
10/12/97	Fight For The Right: The Crackdown	30:00
10/19/97	Fight For The Right: An MTV News Special Report- "Express Yourself"	30:00
10/26/97	Fight For The Right: An MTV News Special Report- "Sexual Matters"	30:00
12/1/98	Staying Alive	30:00
8/1/99	Scared Straight! '99	60:00
10/7/00	Journey Of Dr. Dre	60:00
12/2/00	The Fake ID Club	30:00
12/1/00	Staying Alive II	30:00
12/10/00	MTV News Tours 2000: Backstage, Behind The Scenes and Over The Top	30:00
5/19/01	So Five Minutes Ago	30:00
9/22/01	MTV Comes Together: Artists And Viewers Speak	3 Hrs
10/19/01	Remember Rebuild: An MTV Special	30:00
11/24/01	The Fake ID Club (2001)	30:00
12/1/01	Staying Alive III	30:00
1/18/02	We Shall Overcome: Stories from the Children's Defense Fund	30:00
2/2/02	Fake ID Club Jr.	30:00

MTV NEWS AND DOCS SPECIALS	23.5hrs
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• ROCKUMENTARY

3/25/89	Rockumentary: New Women In Rock	30:00
4/1/89	Rockumentary: Australian Rock	30:00
4/15/89	Rockumentary: Poison	30:00
4/22/89	Rockumentary: Roy Orbison	30:00
5/20/89	Rockumentary: REM	30:00
5/27/89	Rockumentary: Rod Stewart	30:00
6/3/89	Rockumentary: Eric Clapton	30:00
6/10/89	Rockumentary: INXS	30:00
6/17/89	Rockumentary: Rapumentary	30:00
6/24/89	Rockumentary: The Cure	30:00
7/8/89	Rockumentary: Tom Petty	30:00
7/15/89	Rockumentary: Guitar Greats	30:00
7/22/89	Rockumentary: John Cougar Mellencamp	30:00
7/29/89	Rockumentary: Van Halen	30:00

8/5/89	Rockumentary: Pink Floyd	30:00
8/26/89	Rockumentary: Moscow Music Peace Festival	30:00
9/9/89	Rockumentary: Def Leppard	30:00
1/13/90	Rockumentary: Billy Joel	30:00
2/10/90	Rockumentary: B-52's	30:00
3/24/90	Rockumentary: Paul McCartney	30:00
4/5/90	Rockumentary: Rolling Stones	30:00
4/19/90	Rockumentary: Fine Young Cannibals	30:00
4/21/90	Janet Jackson Rockumentary	30:00
4/26/90	Rockumentary: David Bowie	30:00
5/5/90	Rockumentary: Madonna	30:00
5/12/90	Aerosmith Rockumentary I	30:00
5/19/90	Rockumentary: Motley Crue	30:00
5/26/90	Rockumentary: Guns N' Roses	30:00
6/14/90	Rockumentary: Don Henley	30:00
6/28/90	Rockumentary: Phil Collins	30:00
8/11/90	Rockumentary: Elton John	30:00
9/15/90	Rockumentary: George Michael	30:00
9/29/90	Jimi Hendrix Rockumentary	30:00
10/7/90	Rockumentary: Billy Idol	30:00
11/17/90	Led Zeppelin Rockumentary	30:00
11/25/90	Behind The Stage Door: The Groupie Story	30:00
2/16/91	Rockumentary: MC Hammer	30:00
2/28/91	Rockumentary: The Doors	30:00
4/27/91	Rockumentary: REM II	30:00
6/15/91	Rockumentary: Metalmentary	30:00
6/22/91	Rockumentary: Yes	30:00
6/29/91	Sting Rockumentary	30:00
9/7/91	Rockumentary: Bryan Adams	30:00
9/14/91	Rockumentary: AC/DC	30:00
10/5/91	Rockumentary: Tom Petty II	30:00
10/19/91	Rockumentary: Van Halen II	30:00
12/12/91	Rockumentary: Metal II	30:00
12/15/91	Clash Rockumentary	30:00
7/14/92	Rockumentary: Genesis	30:00
7/18/92	Rockumentary: Metallica	30:00
7/23/92	U2 Rockumentary	30:00
9/22/92	Rockumentary: Def Leppard II	30:00
10/20/92	Rockumentary: Paula Abdul	30:00
11/11/92	Rockumentary: Bruce Springsteen	30:00
4/18/93	Rockumentary: Ice-T	30:00
5/7/93	Rockumentary: LL Cool J	30:00
8/10/93	Whitney Houston Rockumentary	30:00
8/10/93	Janet Jackson Rockumentary II	30:00
10/17/93	Depeche Mode Rockumentary	30:00
11/1/93	Aerosmith Rockumentary II	30:00
2/27/94	Pearl Jam Rockumentary	30:00
4/5/95	Boyz II Men Rockumentary	30:00
4/25/95	Tom Petty Rockumentary III	30:00
9/12/95	Rockumentary: Red Hot Chili Peppers	30:00
10/17/95	Smashing Pumpkins Rockumentary	30:00
11/20/95	Rockumentary: Mariah Carey	30:00
4/2/96	Stone Pilots Rockumentary	30:00
6/18/96	Rockumentary: Metallica II	30:00
7/3/96	Lollapalooza Rockumentary	30:00
9/30/96	Cranberries Rockumentary	30:00

7/22/97	Wu Tang Clan Rockumentary	30:00
7/29/97	Aerosmith Rockumentary III	30:00
8/26/97	Oasis Rockumentary	30:00

ROCKUMENTARY	36.5hrs
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• SEX IN THE 90S

9/12/90	Sex In The '90s	60:00
4/17/91	More Sex In The '90s	30:00
11/24/93	Sex In The '90s III: Foreplay	30:00
4/13/94	Sex In The '90s IV: Then And Now	30:00
11/2/94	Sex In The '90s V: Love Sucks	30:00
11/22/95	Sex In The '90s VII: What She Wants	30:00
11/22/95	Sex In the '90s VI: What He Wants	30:00
7/1/96	Sex In The '90s VIII: Living Together	30:00
11/11/96	Sex In The '90s IX: The Safest Sex Of All	30:00
11/23/97	Sex In The 90s X: Mating & Dating	30:00
11/21/98	Sex In the 90s XI: It's A Group Thing	30:00
3/23/99	Sex In The 90s XII: Fact Or Fiction	30:00
12/19/99	Sex In The 90s XIII: Generation Sex	30:00

SEX IN THE 90S	7 hrs.
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• TRUE LIFE

3/31/99	Fatal Dose	30:00
4/7/98	No Money, Mo' Problems	60:00
4/28/98	Take It Like A Man	30:00
5/5/98	Who Is Jesse Camp?	30:00
5/12/98	Freaknik	60:00
5/19/98	She's A Player	30:00
5/26/98	On The Rocks	30:00
6/7/98	Coming To Terms Update	30:00
6/28/98	Fight For The Right: The Crackdown Update	30:00
7/5/98	Fight For The Right: Express Yourself Update	30:00
7/12/98	Fight For The Right: Sexual Matters Update	30:00
10/21/98	Stressed Out	30:00
11/11/98	Matthew's Murder	30:00
12/1/98	It Could Be You	30:00
12/9/98	Megadose Update #1	30:00
12/16/98	Megadose Update #2	30:00
12/27/98	Megadose Update #3	30:00
10/13/99	I'm a Hacker	30:00
10/27/99	Driving While Black (FFYR)	30:00
11/21/99	I'm A Model	30:00
2/9/00	I'm On Crystal Meth	60:00
2/16/00	I'm A Star At Sundance	30:00
2/23/00	I'm The Youngest Tycoon In The World	30:00
3/1/00	I'm A Comic	30:00
3/8/00	I'm On The Runway	30:00
4/12/00	I'm An Actor	60:00
4/19/00	The Travelers	60:00
11/11/00	I Want To Be A Millionaire	30:00

11/16/00	I'm A Candidate	60:00
11/30/00	I'm On Ecstasy	60:00
1/17/01	I'm An NFL Rookie	30:00
1/22/01	I'm An Actress	30:00
10/6/01	I'm Coping With Terrorism	30:00
11/14/01	I Can't Breathe	30:00
12/13/01	I'm Hooked on OxyContin	60:00
3/10/02	I'm Wasted	30:00

TRUE LIFE

26.5 hrs.

• ULTRA SOUND

2/22/98	101 Back In The Day	60:00
2/28/98	102 Inside Madonna	30:00
3/8/98	103 Biggie: A Life Story	30:00
3/15/98	104 Sugar And Spice And Everything Nice	30:00
3/29/98	105 Metallica: Locked & Loaded	30:00
4/5/98	106 For Your Listening Pleasure	30:00
4/12/98	107 Wu-Tang Forever	30:00
4/19/98	108 I Was An MTV VJ	30:00
4/26/98	109 The Dave Matthews Band	30:00
5/3/98	110 Hair Are They Now?	30:00
5/10/98	111 Rock & Roll Feuds	30:00
5/17/98	112 Godzilla Rocks	30:00
5/31/98	113 Smashing Pumpkins Beyond Melancholy	30:00
6/7/98	114 Growing Up Brandy	30:00
6/14/98	115 Tibet Freedom Concert	90:00
6/28/98	116 All Hail Black Sabbath	30:00
7/5/98	117 Janet Jackson: Behind The Velvet Rope	30:00
8/9/98	119 The Mourning After	30:00
9/27/98	120 Tori Amos	30:00
12/12/98	121 Ladies Nite	120:00
12/19/98	122 Year In Rock	60:00
1/9/99	123 Revenge Of The Boy Bands	30:00
1/23/99	124 Money For Nothing	30:00
3/7/99	126 Ghetto Superstars	60:00
3/13/99	127 Life On Death Row	60:00
4/12/99	125 TLC, You've Got Mail	30:00
4/17/99	128 I Was An MTV VJ Too	30:00
6/20/99	129 Limp Bizkit	30:00
7/3/99	130 Latin Groove	30:00
7/18/99	131 Woodstock Uncensored	30:00
10/16/99	132 One Hit Wonders	120:00
12/11/99	133 Year In Rock	120:00
3/11/00	134 Rock N' Roll Feuds II	30:00
3/18/00	135 *NSYNC	60:00
4/22/00	136 Will Smith	60:00
4/22/00	137 I Was An MTV VJ III	30:00
5/4/00	139 Backstreet: The One On Ones	30:00
5/20/00	138 The Deal That Changed My Life	30:00
2/10/01	140 Break-Ups and Make-Ups	30:00
3/3/01	141 Two Hit Wonders	60:00
3/17/01	142 Rock & Roll Feuds III	30:00
4/26/01	143 Who Is?	30:00

8/28/01	144 Who Is?	30:00
2/20/02	145 Who Is? (Grammy Edition)	30:00

ULTRA SOUND	31 hrs.
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- **UNfiltered**

7/17/95	101	30:00
8/21/95	102	30:00
10/23/95	103	30:00
1/15/96	104	30:00
4/29/96	105 Best Of	30:00
4/30/96	106	30:00
5/1/96	107	30:00
5/2/96	108	30:00
9/23/96	109 Yack Live	30:00
12/22/96	110	30:00
2/9/97	111	30:00
4/13/97	112	30:00
10/5/97	113	30:00
1/4/98	114	30:00
4/21/98	115	30:00
6/21/98	116	30:00
10/14/98	117 Spiritualized	30:00
12/27/98	118	30:00
3/30/99	119 Parents	30:00

UNfiltered	9.5 hrs.
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TOTAL HOURS: 196 HRS.

SERIES:

- **Real World**
 - Seasons 5 & 6 (limited due to MTV's schedule/overlap)
- **Diary** (select episodes only)
- **Animation**
 - Beavis & Butthead (triggers \$100,000 payment to Mike Judge)
 - Daria
 - Spy Groove (older appeal/could work)
 - Aeon Flux
 - Downtown (not necessarily rating hit)
 - Cartoon Sushi
- **Library** (Some still pending)
 - Remote Control

- The Grind
- Biorhythm
- Buzzkill
- **Singled Out**
- Jon Stewart (51 episodes)
- Sex in the 90s
- Rodman World Tour
- **Love Line**
- Fanatic (selected episodes only)
- Jenny McCarthy

MTV ORIGINAL SERIES INVENTORY

Series Premieres as of 3/12/2002

SERIES TITLE	PREMIERE DATE	# OF EPISODES	TOTAL HOURS
Club MTV	3/13/89	105 x 30:00	52.5 Hours
Remote Control	3/13/89	60 x 30:00	30 Hours
Now Hear This!	3/13/89	29 x 30:00	14.5 Hours
1/2 Hour Comedy Hour	3/14/89	164 x 30:00	82 Hours
Just Say Julie	3/15/89	44 x 30:00	22 Hours
Comic Strip	3/19/89	4 x 30:00	2 Hours
Big Picture	3/23/89	85 x 30:00	42.5 Hours
House Of Style	6/2/89	71 x 30:00	35.5 Hours
MTV Unplugged	1/21/90	63 x 30:00, 37 x 60:00, 6 x 90:00	77.5 Hours
The Ben Stiller Show	1/25/90	12 x 30:00	6 Hours
Buzz	4/22/90	30 x 30:00	15 Hours
Earth To MTV	4/29/90	22 x 30:00	11 Hours
Turn It Up	6/30/90	62 x 30:00	31 Hours
This Is Horror	10/6/90	4 x 60:00	4 Hours
Bootleg MTV	1/16/91	10 x 30:00	5 Hours
Classic MTV	2/19/91	6 x 30:00	3 Hours
Idiot Box	3/23/91	6 x 30:00	3 Hours
Liquid Television	6/2/91	22 x 30:00	11 Hours
Fade To Black	6/20/91	56 x 60:00, 3 x 90:00	60.5 Hours
Like We Care	10/28/91	68 x 30:00	34 Hours
MTV Sports	1/25/92	81 x 30:00	40.5 Hours
Lip Service	2/22/92	189 x 30:00	94.5 Hours
The Real World (New York City)	5/21/92	13 x 30:00	6.5 Hours
The Grind	8/10/92	418 x 30:00	209 Hours
Liquid Extract	12/12/92	6 x 30:00	3 Hours
Liquid Assets	1/16/93	3 x 30:00	1.5 Hours
You Wrote It, You Watch It	2/13/93	13 x 30:00	6.5 Hours
Beavis & Butt-head	3/8/93	393 x 30:00, 1 x 60:00	197.5 Hours
Comikaze	3/13/93	48 x 30:00	24 Hours
Rockumentary	3/27/93	75 x 30:00	37.5 Hours
Real World II (Los Angeles)	6/24/93	22 x 30:00	11 Hours
Jon Stewart Show	8/4/93	51 x 30:00	25.5 Hours
The State	12/25/93	29 x 30:00	14.5 Hours
Red Johnny And The Round Guy	2/14/94	20 x 30:00	10 Hours
Trashed	2/14/94	50 x 30:00	25 Hours
Sandblast	3/18/94	77 x 30:00, 3 x 60:00	41.5 Hours

Dead At 21	6/9/94	13 x 30:00	6.5 Hours
Real World III (San Francisco)	6/23/94	20 x 30:00	10 Hours
Beach MTV	7/4/94	43 x 30:00	21.5 Hours
Brothers Grunt	8/15/94	44 x 30:00	22 Hours
Get Late With Kennedy	12/5/94	4 x 30:00	2 Hours
MTV Oddities: The Head	12/19/94	16 x 30:00	8 Hours
MTV Oddities: The Maxx	4/8/95	8 x 30:00	4 Hours
Singled Out	6/5/95	310 x 30:00	155 Hours
Real World IV (London)	6/28/95	23 x 30:00	11.5 Hours
UNfiltered	7/17/95	19 x 30:00	9.5 Hours
Road Rules I	7/19/95	15 x 30:00	7.5 Hours
Aeon Flux	8/8/95	10 x 30:00	5 Hours
Reggae Sound System	10/16/95	13 x 30:00	6.5 Hours
Bootleg	10/21/95	2X 60:00, 1 X 90:00, 1 X 30:00	4 Hours
Squirt TV	2/23/96	6 x 30:00	3 Hours
Buzzkill	3/22/96	23 x 30:00	11.5 Hours
Real World V (Miami)	7/10/96	22 x 30:00	11 Hours
Road Rules II	7/15/96	16 x 30:00	8 hours
From The Buzz Bin	8/12/96	3 x 30:00	1.5 Hours
AMP	9/4/96	50 x 60:00	50 Hours
The Rodman World Tour	12/8/96	15 x 30:00	7.5 Hours
Idiots Savants	12/9/96	65 x 30:00	32.5 Hours
Loveline	12/9/96	370 x 60:00	370 Hours
Road Rules III	1/13/97	13 x 30:00	6.5 Hours
Daria	3/3/97	66 x 30:00	33 Hours
The Jenny McCarthy Show	3/5/97	22 x 30:00	11 Hours
Indie Outing	3/17/97	20x 30:00	10 Hours
Grind	6/2/97	24 x 30:00	12 Hours
Oddville, MTV	6/12/97	66 x 30:00	33 hours
Apartment 2F	7/13/97	13 x 30:00	6.5 Hours
Road Rules IV	7/14/97	14 x 30:00	7 hours
Real World VI (Boston)	7/16/97	23 x 30:00, 1 x 60:00	12.5 Hours
Cartoon Sushi	7/17/97	10 x 30:00	3 Hours
Authentic Reproduction	7/19/97	16 x 30:00	8 Hours
Austin Stories	9/10/97	12 x 30:00	6 Hours
12 Angry Viewers	9/22/97	169 x 30:00	84.5 Hours
Live From The 10 Spot	10/14/97	5 x 30:00, 11 x 60:00	13.5 Hours
Road Rules: The Northern Trail	1/19/98	15 x 30:00	7.5 hours
Ultra Sound	2/22/98	33 x 30:00, 7 x 60:00, 1 x 90:00, 3 x 120:00	31 Hours
True Life	3/31/98	40 x 30:00, 19 x 60:00, 1 x 90:00	40.5 Hours
Road Rules All-Stars	4/20/98	5 x 30:00	2.5 Hours
Celebrity Deathmatch	5/9/98	63 x 30:00	31.5 Hours
The Daily Burn	5/26/98	20 x 30:00	10 Hours
Eye Spy Video	6/15/98	63 x 30:00, 1 x 60:00	32.5 Hours
Real World VII (Seattle)	6/16/98	20 x 30:00, 1 x 60:00	12 Hours
Road Rules VI	6/22/98	13 x 30:00	6.5 Hours
BIOrhythm	6/23/98	36 x 30:00	13 Hours
Fanatic	7/6/98	70 x 30:00	35 Hours
Jim Breuer	7/13/98	13 x 30:00, 1 x 60:00	7.5 Hours
Sifl & Olly	7/13/98	68 x 30:00	34 Hours
Super Adventure Team	7/23/98	6 x 30:00	3 Hours
Seaside Undercover	8/31/98	3 x 30:00	1.5 Hours

The Cut	9/28/98	43 x 30:00, 1 x 90:00	23 Hours
MTV's Revue	10/14/98	6 x 30:00	3 Hours
The Real World/Road Rules Challenge	11/9/98	6 x 30:00	3 Hours
Video Cliches	1/9/99	20 x 30:00	10 Hours
Road Rules VII	1/18/99	15 x 30:00	7.5 hours
The Tom Green Show	1/25/99	20 x 30:00, 2 x 60:00	12 Hours
The Blame Game	2/6/99	131 x 30:00	65.5 Hours
Station Zero	3/8/99	20 x 30:00	10 Hours
Say What? Karaoke	5/31/99	211 x 30:00, 2 x 60:00, 2 x 2hour	109.5 Hours
MTV's Global Groove	5/31/99	54 x 30:00	27 Hours
Real World VIII (Hawaii)	6/15/99	23 x 30:00, 1 x 60:00	12.5 Hours
Road Rules VIII	6/21/99	19 x 30:00	9.5 hours
Making The Video	6/28/99	94 x 30:00, 1 x 60:00	48 Hours
Diary	7/21/99	42 x 30:00, 3 x 60:00	24 Hours
Undressed	7/26/99	185 x 30:00	92.5 Hours
Downtown	8/3/99	13 x 30:00	6.5 Hours
Head Trip	10/25/99	20 x 30:00	10 Hours
Web Riot	11/29/99	127 x 30:00	63.5 Hours
Real World/Road Rules Challenge 2000	1/17/00	11 x 30:00	5.5 Hours
Senseless Acts Of Video	1/27/00	20 x 30:00	10 Hours
The Lyricist Lounge Show	2/8/00	18 x 30:00	9 Hours
The Lowdown	4/5/00	3 x 30:00	1.5 Hours
Sisqo's Shakedown	5/29/00	50 x 30:00	25 Hours
MTV's House Of Style Presents Mission: Makeover	5/30/00	42 x 30:00	21 Hours
Real World New Orleans	6/13/00	23 x 30:00, 2 x 60:00	12.5 Hours
Road Rules IX: The Maximum Velocity Tour	6/19/00	20 x 30:00	10 hours
Spy Groove	6/26/00	10 x 30:00	5 Hours
Live Through This	8/9/00	13 x 60:00	13 Hours
2Gether	8/15/00	18 x 30:00	9 Hours
Fear	9/21/00	10 x 60:00, 1 x 90:00	11.5 Hours
1st Listen	9/29/00	2 x 30:00, 1 X 60:00	2 Hours
WWF Heat	10/1/00	75 x 60:00	75 Hours
Jackass	10/1/00	18 x 30:00, 1 x 60:00	10 Hours
MTV Cribs	10/5/00	33 x 30:00	16.5 Hours
MTV's Truth	10/16/00	14 x 30:00	7 Hours
Road Home	12/18/00	5 x 30:00	2.5 Hours
The Real World/Road Rules Extreme Challenge 2001	1/9/01	17 x 30:00, 1 x 60:00	9.5 Hours
Kathy's So-Called Reality	2/4/01	6 x 30:00	3 Hours
Andy Dick Show	2/27/01	17 x 30:00	8.5 Hours
MTV's Celebrity Undercover	4/2/01	20 x 30:00	10 Hours
Undergrads	4/22/01	6 x 30:00	3 Hours
Music In High Places	4/23/01	8 x 60:00	8 Hours
MTV's Mandy	6/4/01	24 x 30:00	12 Hours
Carmen Electra's Hypermix	6/4/01	10 X 30:00	5 Hours
Becoming	6/11/01	24 x 30:00	12 Hours
MTV's Sink Or Swim	6/18/01	28 x 30:00	14 Hours
Spyder Games	6/18/01	64 x 30:00	32 Hours
WWF Tough Enough	6/21/01	12 x 30:00, 3 x 60:00	9 Hours
Real World X (New York City)	7/3/01	22 x 30:00	11 Hours
Road Rules X	7/9/01	17 x 30:00	8.5 hours
Live At The Rock & Roll Hall Of Fame	7/11/01	10 x 30:00	5 Hours
Flipped	8/6/01	14 x 30:00	7 Hours

Who Knows The Band?	10/1/01	40 x 30:00	20 Hours
Fight For Your Rights: Criminal	10/3/01	5 x 30:00	2.5 Hours
Dismissed	10/8/01	48 x 30:00, 1 x 60:00	25 Hours
mtvJAMMED	10/20/01	2 x 30:00	1 Hour
Sex 2K	12/18/01	3 x 30:00	1.5 Hours
Real World XI (Chicago)	1/8/02	26 x 30:00	13 Hours
Making The Band	1/19/02	8 x 30:00	4 Hours
Kidnapped	1/28/02	22 x 30:00	11 Hours
The Real World/Road Rules: Battle Of The Seasons	1/28/02	17 x 30:00	8.5 Hours
\$2 Bill Presents	2/16/02	1 x 30:00	.30 Minutes
Senor Moby's House Of Music	2/23/02	1 x 30:00	.5 Hours
The Osbournes	3/5/02	2 x 30:00	1 Hour

TOTAL HOURS: 3,510 HRS.

Summary of Recommendations

MODELING

- Adapt the hit and volume targets herein to frame the next 12 months of work. Measure progress against this model.
- Use this information to manage the development and series output.
- Have research adapt modeling on an ongoing and real time basis (this happens to some degree now).
- Use this information to communicate accurate ratings targets internally.
- Use this information to manage other aspects of the business, including resource allocation.
- Consider whether the hoped-for Q4 2002 increases are realistic against this model.
- Take this modeling into account when determining VH1's 2003 Upfront projections and forecasting ADU management.
- To the extent future strips, or one-time ratings aberrations power deceptively high ratings, take the money by jacking scatter rather than upfront projections.

CURRENT CROP OF LAUNCHES

- Despite the revenue situation, avoid cutting development funds at all costs hereforward. This expenditure is the foundation of any recovery, period.
- No matter how dire things become, rushing one-liners or poorly received pilots to air is **ALWAYS** more costly. Seriously reconsider any projects currently slated for summer air without proper and complete development.
- Reconsider all projects currently slated for summer air without proper and complete development.
- Focus groups shouldn't be the ultimate driver, but when the rejection is rather unambiguous, pass or redevelop.
- **Buzzcocks**
 1. Air for 5 weeks with multiple runs across the schedule. If ratings do not increase, shelve the remaining eight and save the amortization.
- **Being**
 1. Air the three-four Beings, but then hold until multiple additional episodes can be booked. This will likely require J. Sykes intervention, given music/talent does not report to Fred.
 2. Creatively, Being has a shot, pending the following significant notes:
 - (a) Choose more electric "flashpoints" in the artist's lives: launch of a new album, breakup of a band, plotting a comeback, firing a manager, getting married, starring in their first movie.

- (b) Capture first person camera angles heretofore unseen, i.e. behind the Grammy podium, in their home/bedroom, on stage in front of 10 thousand people.
- (c) Market and position the show according to the highly unique situations and viewpoints. Example: "Join Bono as he prepares for his celebrated Grammy performance. See what it feels like walking to the podium and accepting an award in front of millions

- *Driven*

- 1. Pursue Driven, with J. Sykes to intervene in the booking process, per above. Creatively, and this could be key: up the eccentric factor, seeking out increasingly obscure, colorful past contacts:

Brittany's best friend in kindergarten, even if he has one silly sound-bite. A clip of a teacher who gave her advice to pursue academics instead, her scary landlord of their NYC apartment, competitive girl in her ballet and tap classes etc... So far, ratings correlate with artist popularity. More colorful, crazy even inflammatory participants could allow Driven to transcend specific bookings. If talent resists this direction, produce only a handful of A artists. Program as specials.

- *Ultimate Albums*

- 1. Pursue Ultimate albums. This has a shot at working, simply because it's Behind the Music act III blown out into an hour. My note, from left field: this show would be far more potent as a half hour.

REGARDING Driven and Ultimate Albums, even if these show premiere to flat numbers (at least matching prior time period), stick with these for 6 months. Not so much because they'll become hits, but because they'll create the illusion of "new" on VH1 and hopefully increase cum slightly.

- *Late World with Zach*

- 1. Per my original notes to J. Sykes, Late World with Zach (along with Buzzcocks) makes me most nervous. Zach's 10 minute stand up (or sit down at the piano) is amazing and original. He's got "it" but there's no evidence the format to date captures "it". The financial exposure is tremendous (five times the risk of other launches). Also, because every day is a different exercise, day/date talk shows consume staff resources disproportionately. Also, ratings in this genre mean almost nothing initially. Therefore, compile weekly highlights (good and bad), view with your extended management team in real time, and make your call based on creative growth by Memorial Day.

FUTURE LAUNCHES

- Do not spend money on off-channel advertising, cross-channel or on-VH1 promotion until you can confirm the lock for multiple episodes. Otherwise, this is entirely wasted.
- Premiering individual episodes, specials, or using pilot footage can, in the future, create the illusion of momentum without requiring rushed or misguided series

launches. Particularly useful if Ad Sales needs the illusion of momentum and product.

SUMMER LAUNCHES

Hey Joel

- Go Forward. The development cycle was clearly long, and complete.
- Plan around the inevitable animation lag cycle, so you're ready to go with more episodes, should the show work. For example, pick up six scripts now.
- Consider pursuing an international partner to finance upgraded animation (likely too late?)
- For launch, consider acquiring an animated lead-in (Beavis, Critic from Comedy Central).
- Consider producing like specials from aforementioned old titles as lead-ins.
- Seed the show as "blocks" early on in traditional animated time periods (Sunday a.m. would be strong).
- Consider seeding on sister channels simultaneously, just initially, to reach non-VH1 viewers (Nick at Nite, MTV, maybe TNN).
- Make this available for review. Given it's a peers project, and given it's good, you'll likely make some noise.

Military Diaries

- Insist on screening the first dallies now
- Work to isolate the "gold", i.e. those story moments that suggest emotion and promise.
- Unless the outtakes stand on their own (they may), ask for a rough avid edit stateside of 2-3 stories immediately, by mid-April.
- While its likely too late to recognize any cost savings from stopping production, you'd still have 6-8 weeks to work on isolating the best stories, storytelling style, mix of stories, pace etc. In other words, led to do a parallel and real time pilot while we're actively shooting the series, as an inexpensive insurance policy.
- This also allows us to intervene in the production now, while the machine is shooting, should we require changes in the field.

24 Hours Show

- The twists are smart, with the video payoff and rock star participation making it stronger. The idea of featuring a recurring crew is likewise smart. Move forward with development.
- That said, given the MTV test results and decision to pass, and the potential "inside" nature of this project, the risk is too great to forgo a pilot and proper testing.
- Moreover, since this is booking dependent consider the experiences with Driven and Being, both of which are easier to book than this puppy. Do the pilot, test it, involve music and talent and book the first episodes, then greenlight the series.

OVERALL SUMMER

- Mobilize all efforts immediately behind the 2-4 projects from this "summer series" list that, if everything went perfectly, could make summer.
- Plan for no more than a total of 4 launches for summer, counting Joel and Military Diaries as 2 of 4.
- Revise expectations/calendarizations/schedule planning for said projects to late summer.
- Explore alternatives to pilots to save time (see next section).
- Revise internal expectations. Currently, the cross promotion deck details two new series for April, two for May. Unless I missed something, this is misinformation.

THE SLATE

Each Project ranked 1-5 as follows:

- Great commercial concept and easy to realize. Go for it
 - Good concept, but development has more variables. Try it, but beware special steps.
 - Better than average concept, material challenges in the development process.
 - Either because of the idea or difficulty of developing the idea, this is a longshot. View skeptically.
 - For specific reasons, don't count on this project at all. Kill now.
1. Tribute Band
 - Greenroom
 - Diva's Search
 - Camp Chaos
 - Video Hall of Fame: the series
 - Reunions
 2. I love the 80's
 - Prison Star Search
 - Crush
 - U are There, a.k.a. Loose Lips
 - Rock the House
 - Unauthorized
 3. Classic Sitcoms
 - Isaak Hayes pilot
 - Deeper
 - What If
 - Rock Channel
 - Backroom
 - Routes
 - Rock Band on Tour
 - Street Cred
 - In the Closet

4. Onion
Stalkers
Rock and Roll Beverly Hillbillies
Hill Harper
You Wish
World's Most Dangerous
Paul's Place
Music Video hours development

3. Johnny Ciao
Quarterly Sports Specials
Fame-o-Meter
Rock and Roll Parents
Vision Quest
Godzilla Rocks
Indy Cable
Static
Just for One Day
Rock and Roll Dog Show

- Reorganize slate to highlight favored 1's and 2's. Beware of risks inherent with 3's. Refocus the organization to focus primarily on the 1-3's.
- Consider killing or putting on the back burner all 4's and 5's.
- Consider putting all scripted projects on the backburner. Develop, but do not depend on these for short-term ratings wins.
- Consider developing more writer-driven scripted projects, rather than writer-assigned projects.
- Reduce and/or be realistic about music video series development. The upside is seldom there.
- Separate "noodles" from the hardcore development slate, so as to accurately read and predict pilots and series possibilities.

DEVELOPMENT SLATE OUTLOOK

We have 12 solid, development-ready concepts (1's and 2's) and a handful of 3's that may surprise us. For perspective, this isn't bad at all. My likes and dislikes, with natural exceptions, tend to mirror Fred's.

- Adapt the real target of 12 plus pilots, and 8 additional launches for 2002.
- Measure progress throughout the year against these targets.
- Work to expand the development slate to ensure 8 additional launches in 2002.

FAST TRACKING

Some suggestions for "alternative development" around our 1-3's follows; these approaches can be adopted for like product in the future.

1'S

- Tribute Band: produce one half the program, focusing on the tribute band and their back-story. Forgo the performance, or shoot single camera without bells and whistles for participants reactions – we know what a performance looks like, and it costs a disproportionate amount of money.
- Green Room: Wire the Diva's green rooms, dressing rooms (when possible), and hire a supreme editor to play with the footage immediately thereafter. Look for potential vignette's (produce a couple) and answer the question: how would this be structured as a half hour (on paper).
- Diva Search: Given there are countless reality talent shows, forgo the pilot and hire the best producing team of Bunion Murray to develop the series steps.
- Vid Hall of Fame: Choose one video and produce a small prototype, complete with interviews. Research on paper two other stories, with pre-interview notes

2'S

- Crush: Produce one segment only, ten minute pilot
- Love The 80's: Do a prototype focusing simply on tone.
- Prison Star Search: Produce one story fully, with back-story, set up, etc. Find ten other stories, researched fully with pre-interviews on paper. Shoot an accompanying DV reel of their actual cabaret performances.
- Unauthorized: Back door pilot, as you're doing
- Rock the House: Stage one needs to focus on generating format ideas. Do not go to pilot until this happens, then make determination as to the right next step.
- Loose Lips. Research transcripts quickly; circulate. If the material's there, stage run thru's, culminating in an in-room read-thru for senior execs.

3'S

- Classic Sitcoms: straight to "special" as backdoor pilot, or series
- What If: Research stories on paper to see if these are worth shooting
- Rock Channel: If talent search yields a strong candidate, do in-room run thru's initially. This may or may not tell you about series, but it will let you know whether to bother with a pilot.
- Backroom: Shoot down and dirty, 12 minute pilot, DV, in our own studio.
- Routes: Evaluate Road Home as an alternative.
- Rock Band on Tour: Since a pilot is not feasible, search out the best reality team.
- Street Cred: Work this fully on paper; initial treatment looked good. (may be in pilot here?)

There are no hard and fast rules; instinctually, there is generally a question, or a couple of questions that really need to be evidenced. Some examples:

- Game Formats like Buzzcocks work particularly well as in-room run thru's
- Reality programs involving back-story and set up (Reunions, Crush) should be shot, but a shortened pilot may do
- Actor driven projects (loose lips) work well as staged mini-theatre productions. More complicated dramatic scripts can be worked this way as well (we do it at MTV), but it's risky.
- Amateur Talent programs work well with DV samples of said crazies.
- Talent driven projects work well with multiple run thru's, leading to an exec run thru for pick up
- Format driven projects (Rock The House) generally require a full segment shoot.
- Story driven projects (What If) are often better tested with paper research; you'll still likely need a pilot, but this step can save you a wasted pilot. Likewise a magazine concept like Street Cred.
- Projects where tone is key almost always require an edited prototype (80's)

RECOMMENDATION

- Fast Track your 1's-3's, considering these alternative development options, conserving both time and financial resources.
- Reallocate development savings to fund additional development in 2002.
- Likewise, for some projects, insert paper steps which, although they add a step, may save you mistaken pilot pickups.
- Develop fast-track options for future ideas

EXPANDING THE SLATE

Steve Tao represented he's after 20 more projects by Memorial Day, which is great

- Create a "buying retreat" in L.A. When development is low, we (MTV) stage a "buying retreat" at the House Of Blues. Over 48 hours, the junior development staff presents, with agents and talent, their favorite pitches. Our promise to the players: We'll buy the project and commit within 24 hours. This creates a real heat around the process, and people come to play. We have legal sit in, so as to facilitate fast-track deals. This has been tremendously successful for MTV
- For three months, eliminate the "paper" treatment phase, whereby paper presentations are made to John and Fred. Do paper work only when you're debating whether a project warrants a pilot.
- In tandem, for three months, allow S Tao to directly buy projects up to \$25K, up to \$250K total. Things will move fast, and you'll get more voices reflected.
- Set very specific three months targets for Kim, Rob. W. and Michael H. to ensure we hit 20.
- To the extent this is successful, consider institutionalizing these mini, lower-level development funds, to reduce inevitable senior executive bottlenecks.

- Determine if any MTV projects are, categorically, of interest. Organizationally, it for Tom Freston to decide whether we'd ever share slates and/or product being developed. Analyze repercussions for MTV projections and staff issues.

Recommendation

- Consider expanding the universe to include more outside pitches/players
- Rely on MTV if you'd like to expanded lists of worthy meetings in various realms. Some are attached in an exhibit.

SCHEDULING RECAP

- Realize scheduling does not provide a short term solution; only new content will drive ratings at this point.
- Adapt a cable-centric, rather than network-centric approach, focusing on capturing network overflow 24/7
- Continue with the emphasis on prime; abandon specific development for other day parts
- Recognize lead-in's are everything. Schedule limited original, established series and special in tandem with new content premieres
- Resolve production issues, so scheduling can plan to maximize and coordinate lead-ins. Consider creating a forum for program planning. J. Sykes to intervene as necessary, given music/talent reports directly to the President.
- Forget about "letting the audience know when things are on" regularly. Focus instead on premieres.
- Abandon the 8p BTM scheduling strategy. It's too late with this property. Return to effective weekday marathons.
- Increase runs of new content dramatically, in an attempt to seed shows. Worry not: unduplicated curve will remain high.
- Abandon production of weekend re-packaging stunts.
- Consider creating original weekend content instead; consider programming some original weekend content in prime weekdays instead. Consider programming some original weekend content in prime.
- Increase strip development, given the scheduling/ratings potency.
- Develop Artist-independent formats to compliment the current artist-dependent formats
- Begin aggressive contingency planning for the potential demise of BTM in 2003.
- Recognize MTV is not your primary competition; this is a red herring.

SHORT TERM "EMERGENCY" PATHS TO EXPLORE

- Bifurcate the challenges, creating a forum/team to work exclusively on emergency moves in the near term, and allowing development to work separately towards the long term.
- Bring the necessary expertise in-house to pursue unusual acquisitions, second windows, and make editorial calls on "instant" content.

- Meet daily in the war room to track progress
 - Target a minimum 10% growth though these initiatives by Q32002.
 - Determine which initiatives are acceptable for the brand, and which are not.
 - Finalize a comprehensive list of all possible initiatives, beginning with the 27 herein.
1. Pursue an aggressive Bridge Strategy involving real time, quick turnaround specials
 2. Turn Unauthorized into an immediate, opportunistic series. Fast track one of the pilot segments, and see what you've got. If it's halfway decent, go straight into production, with same editorial focus as above.
 3. MTV Library Product. MTV has content which is still reasonably fresh, skews slightly older, is no longer airing on MTV. It would likely rate on VH1. Exhibit is attached.
 4. Bring back All Access. I know this has been discussed. Do it fast, if you're not already. Deliver by late Q2. BG preferred topics herein.
 5. Pursue broken series. Multiple examples are in the text.
 6. Cherry pick "music-centric" Nick at Nite/TV Land episodes. Tutti sings, Woody croons, Fonz goes to the sock hop. There may be as many as 50 relevant episodes. We could theme the week or weekend, countdown the best musical episodes of all time.
 7. Obviously, the option of co-opting an entire Nick at Nite or TV Land series exists as well.
 8. The latest trend is second cable windows on existing prime series. A full list of possibilities is included in the text.
 9. Network Reality series, syndicated or real time windows.
 10. Get in on pilot second windows now, a new trend. Examples included.
Consider assuming MTV's ET comp pilot.
 11. Likewise, pursue second windows on day and date entertainment-based access strips
 12. Another new trend involves buying first run syndicated product for "Cable syndication" a few years later. The hottest property soon to be available is Blind Date, which would work.
 13. Rosie is perhaps the most intriguing first-run option rumored to be available for cable.
Explore.
 14. Other currently syndicated fare worth exploring. List is included.).
 15. Off Cable shows. List is included.
 16. In Living Color always performed exceptionally well on FX. Is there still life for VH1
 17. Consider not passing on future "competitive" properties like Conan, as they're not competitive. List of post-Conan alternatives from late night included.
 18. The dialogue may have changed around Letterman in the last week. Call.
 19. Re-cut BTM to generate extended life. For example, a series of one hour repackages, counting down:
 - the wildest addiction stories ever
 - the best comebacks ever
 - the most inflammatory breakups ever
 - the craziest rock star moments
 20. Acquire television movies. Contacts and dynamics included.

21. Cherry pick current movie avails. Staff already on this.
22. Dawson's Creek is the only major unsold series just now, and I'm suspect, but explore. Consider jumping on 2003 avails for early windows.
23. Re-comp nostalgic music series as two hour "look back" specials, rather than running in pattern. Examples included.
24. Buy Glitter. Also buy Rock Star.
25. Fund Showtime properties in exchange for post>Showtime windows to double in-house made for's.
26. Produce "musical" episodes of hit programs. Examples included.
27. Double the number of 100 greatest stunts immediately. Included are best next two greenlights.

HOW DO WE FINANCE A RATINGS ORIENTED MODEL

- Analyze the slate for evergreen, format driven franchises. Consider those the best immediate return.
- Cease spending production dollars on low rated video shows – Red Eye, Fresh New Music, Jump Start. Netting a savings of \$2.9M, annual savings in 2003 of at least \$4M
- If you choose to keep these banners alive, produce with minimal studio wraps, graphic and contexting instead. This allows you to be, for example, in the "fresh" music video business without blowing \$20K a pop.
- Consider eliminating \$1M in costs from daily news collection
- Consider sharing footage collection resources with MTV. (I have not vetted the feasibility of this)
- Per the previous section, migrate News division towards series and specials development and production.
- Keep in mind the significant financial recoupment should we opt out of Zach. Endeavor to determine next steps by Memorial Day. Savings if cancelled: \$5.6M
- Consider strongly transitioning Fashion and My VH1 Awards to less costly, potentially higher rated, equally attractive revenue vehicles. Savings: north of \$4M.
- Consider making these moves for the 2003 Upfront.
- Consider developing as an alternative VH1 Video Hall of Fame.
- Total programming funds liberated annually: north of \$15M. Use for series, and to increase current emergency acquisitions budget up from zero.

THE ORGANIZATION

- Create 4, if not 5 separate, functioning development areas, each with different sensibilities and goals.
- Areas could include L.A. series development, NYC series development, NYC News and Specials, possibly development in the NYC Production Group, Docs and Stunts under George Moll.
- In all areas, proxy for the relative lack of development expertise. You can get there a variety of ways

- Set very specific development targets for each group. Be sure to have 20 active noodles at all times, 10 projects in active development, minimum 5 pilots per year. As a result, you have 50 projects in development at all times, and produce a minimum of 25 pilots annually.
- To facilitate a broader, flatter organization, make individual funds available for each group. Require each of five groups to manage their budget independently.
- Junior Executive in Fred's office to track calendarization of all projects across development divisions, so as to manage future product inventory.