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USA NETWORKS INC  
Form DEFA14A  
January 30, 2002

SCHEDULE 14A  
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant /X/  
Filed by a party other than the Registrant / /  
Check the appropriate box:

- / / Preliminary Proxy Statement
- / / Confidential, For Use of the Commission  
Only (as permitted by Rule 14a-6(e)(2))
- / / Definitive Proxy Statement
- / / Definitive Additional Materials
- /X/ Soliciting Material Pursuant to Section 240.14a-12

USA NETWORKS, INC.

-----  
(Name of Registrant as Specified In Its Charter)

-----  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- /X/ No fee required.
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[GRAPHIC OMITTED]

USA  
NETWORKS  
INC

FOR IMMEDIATE RELEASE

JANUARY 29, 2002

25% Q4 PRO FORMA EBITDA GROWTH FROM USA'S OPERATING BUSINESSES  
34% EBITDA GROWTH BUDGETED FOR OPERATING BUSINESSES FOR FULL YEAR 2002

NEW YORK, January 29, 2002 - USA Networks, Inc. (NASDAQ: USAI), to be renamed USA Interactive upon closing of the contribution of USA Entertainment to a joint venture to be controlled by Vivendi Universal, reported results today for its quarter ended December 31, 2001. Highlights are presented on a pro forma comparative Q4 basis, reflecting the pending Expedia and Vivendi transactions.

- o USA'S INTERACTIVE OPERATING BUSINESSES increased revenue by 17% to \$937.8 million and EBITDA by 25% to \$149.0 million. Total revenue increased by 14% to \$1,030 million and total EBITDA increased by 33% to \$120.3 million.
- o HSN increased its U.S. revenue by 9% to \$495.3 million and EBITDA by 3% to \$75.7 million, as expected, while reducing inventory levels by \$30.1 million, or 14%, to \$156.5 million, during the year. As evidenced that HSN is on track for a strong year, its U.S. revenue in January 2002 is up approximately 20% versus January 2001.
- o HOTEL RESERVATIONS NETWORK increased revenue by 42% to \$141.7 million and EBITDA by 30% to \$22.9 million. HRN added a record number of properties, 667, and increased its number of affiliates to over 23,800 during Q4. HRN is already having an outstanding 2002, having sold a record \$2.5 million in hotel rooms on January 9th.
- o TICKETMASTER increased ticketing revenue by 7% to \$131.8 million although EBITDA declined by 12%, primarily due to reduced profitability in selected international operations; declines in software sales which are sensitive to economic conditions; and the inclusion of Reserve America, a seasonal business. Ticketmaster also launched TICKETFAST -TM-, for print-at-home ticketing, and Ticketmaster Marketplace -TM-, a service for buying, selling and forwarding tickets.
- o EXPEDIA (transaction pending) increased revenue by 84% to \$81.8 million and reversed an EBITDA loss of \$2.9 million in Q4 2000 to an EBITDA profit of

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\$22.2 million. Expedia took the lead among online travel agencies, with \$704 million in gross bookings in Q4.

- o MATCH, one of the company's fastest-growing assets, increased revenue by 145% to \$17.6 million and EBITDA by 451% to \$7.6 million. Match ended Q4 with total paid subscribers of 382,150, an increase of 51% over Q3.
- o USA is filing its REVISED BUDGET with the SEC, based on its strong fourth quarter results and additional information regarding the state of the travel and leisure markets. The revised budget projects EBITDA for USA's Interactive Operating Businesses to grow by 34% to \$648 million and total EBITDA to grow by 69% to \$607 million in 2002.
- o USA also today reiterated its goal of reaching 20% OF INTERACTIVE COMMERCE over the next several years through a combination of organic growth, investing in new initiatives, and significant acquisition activity. USA is filing material with the SEC, pursuant to Reg FD, which contains more detail on its strategy and goals.
- o USA ENTERTAINMENT (which is not reflected in the comparative pro forma results due to its pending contribution to a joint venture to be controlled by Vivendi Universal) Operating Businesses decreased revenue by 15% to \$357.0 million and EBITDA by 16% to \$126.8 million, due largely to a continuing weak advertising market.

SEE IMPORTANT FOOTNOTES AT END OF THIS RELEASE.

### M E D I A R E L E A S E

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#### FINANCIAL RESULTS

On a comparative pro forma basis reflecting pending transactions, USA reported the following:

(\$ IN MILLIONS)	PRO FORMA Q4 01 -----	PRO FORMA Q4 00 -----	GROWTH -----
<b>REVENUES - OPERATING BUSINESSES</b>			
HSN - U.S.....	\$495.3	\$455.8	9%
Ticketing.....	131.8	122.7	7%
Hotel Reservations Network.....	141.7	100.0	42%
Expedia (TRANSACTION PENDING).....	81.8	44.4	84%
Precision Response.....	69.8	72.1	(3%)
Match.com.....	17.6	7.2	145%
	-----	-----	-----
SUB-TOTAL - OPERATING.....	937.8	802.2	17%
<b>REVENUES - EMERGING BUSINESSES</b>			
Citysearch and related.....	10.3	14.0	
ECS / Styleclick.....	12.5	13.5	
HSN - International and other (d).....	82.2	83.4	

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SUB-TOTAL - EMERGING.....	104.9	110.9	
Foreign exchange conversion (a).....	(10.2)	(11.8)	
Disengaged HSN homes (c).....	--	6.2	
Intersegment elimination.....	(2.2)	--	
TOTAL.....	\$1,030.3	\$907.5	14%
EBITDA - OPERATING BUSINESSES			
HSN - U.S.....	\$75.7	\$73.8	3%
Ticketing.....	21.5	24.4	(12%)
Hotel Reservations Network.....	22.9	17.6	30%
Expedia (TRANSACTION PENDING).....	22.2	(2.9)	NM
Precision Response.....	6.2	11.0	(44%)
Match.com.....	7.6	1.4	451%
Corporate and other.....	(7.0)	(6.0)	NM
SUB-TOTAL - OPERATING.....	149.0	119.4	25%
EBITDA - EMERGING BUSINESSES			
Citysearch and related.....	(9.9)	(12.4)	
ECS / Styleclick.....	(7.8)	(16.7)	
HSN - International and other (d).....	(7.7)	4.1	
SUB-TOTAL - EMERGING.....	(25.4)	(25.1)	
Non-recurring items (b).....	(3.1)	(3.2)	
Foreign exchange conversion (a).....	(0.2)	(1.5)	
Disengaged HSN homes (c).....	--	0.9	
TOTAL.....	\$120.3	\$90.5	33%

- o Includes pro forma results for Expedia, the acquisition of which is expected to close in February 2002. Does not include results for USA Entertainment, the contribution of which to a joint venture with Vivendi Universal is expected to close by Q2 2002. Excludes results from USA Broadcasting, the sale of which to Univision was completed in August 2001.
- o EBITDA is defined as operating income plus (1) depreciation and amortization, (2) amortization of cable distribution fees (\$14.6 million & \$11.0 million, respectively), (3) amortization of non-cash distribution, marketing, and compensation expense, and (4) disengagement related payments to cable operators and marketing expenses (\$4.1 million) related to the transfer of HSN's distribution to cable (which has been accomplished).
  - (a) In order to present comparable results for HSN Germany, the results have been translated from Euros to U.S. dollars at a constant exchange rate.
  - (b) Represents non-recurring costs related to restructuring operations at HSN, HSN International and PRC, including costs for employee terminations.
  - (c) Reflects estimated results generated by homes lost by HSN following the sale of USA Broadcasting to Univision.
  - (d) HSN - International and other includes primarily Home Shopping Espanol and HSN Germany. USA was premature in its inclusion previously of HSN Germany as an Operating Business. Although we believe that HSN Germany will be profitable this year (and exceed its performance from last year), it continues to experience significant growing pains and is not close to operating at a stable, consistent basis (although there could be future variations in results). We, therefore, intend to include HSN Germany as

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part of HSN International and other for the foreseeable future, and we do not intend to move it back to an Operating Business based on any short-term improvement in results. For the fourth quarter, HSN Germany's sales and EBITDA were \$75.2 million and \$1.7 million, respectively, as compared to \$74.0 million and \$9.0 million, respectively, in the year ago period. We believe this change will result in a better understanding of the results of our Operating Businesses taken as a whole.

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### CASH NET INCOME AND EARNINGS PER SHARE

	PRO FORMA FOR VIVENDI AND EXPEDIA TRANSACTIONS (A) (C)	
	Q4 01 -----	Q4 00 -----
Cash net income per share - diluted.....	0.10	0.09
Basic loss per share.....	(0.06)	(0.16)

- (a) Excluding one-time income / (expense) of (\$17.6 million), pre-tax in Q4 '01, and (\$184.4 million), pre-tax, in Q4 '00, including the write-down of Styleclick goodwill in Q4 '00 of (\$145.6 million), pre-tax.
- (b) Excluding one-time income / (expense) of (\$25.7 million), pre-tax in Q4 '01, including \$8.1 million related to the Entertainment operations, and (\$184.4 million), pre-tax, in Q4 '00, including the write-down of Styleclick goodwill in Q4 '00 of (\$145.6 million), pre-tax.
- (c) Presented based upon net income available to common shareholders, giving effect to the preferred dividend related to the Expedia transaction.
- (d) Amounts based on net income before loss from discontinued operations in Q4 '00 of \$18.0 million.

Cash net income ("CNI") is defined as net income plus (1) amortization of non-cash distribution, marketing, and compensation expense (2) amortization of goodwill and intangibles and (3) minority interest related to Holdco, minus the 1.4% PIK dividend on the \$1.75 billion preferred security (\$24.5 million, pre-tax). Shares outstanding to compute CNI EPS is defined as actual shares outstanding plus 33.2 million shares of Holdco that are exchangeable into USA common stock minus 56.6 million shares of common stock held by Vivendi, as the Company believes these shares should be viewed as treasury, although the amount of shares treated as treasury will be lower at stock prices greater than \$40.82, as discussed in USA's 8-K filing with the SEC dated December 17, 2001. Related to Holdco, the Company intends to issue common stock for all remaining exchangeable shares upon completion of the Vivendi transaction. CNI EPS amounts are shown on a diluted basis, including the impact of dilutive securities.

### ADOPTION OF NEW ACCOUNTING RULES FOR GOODWILL

Effective January 1, 2002, all calendar year companies will be required to adopt FAS 142, the new accounting rules for goodwill. The new rules eliminate

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amortization of goodwill and other intangible assets with indefinite lives and establish new measurement criterion for these assets. Although it has not completed its assessment, the Company anticipates a write-off of \$325 million to \$425 million primarily related to the Citysearch and Precision Response (PRC) businesses. Although Citysearch and PRC are expected to generate positive cash flows in the future, due to cash flow discounting techniques required by the new rules, the future cash flows do not support current carrying values. The expected range for the Citysearch write-off is \$75 million to \$125 million and for PRC \$250 million to \$300 million. The rules are expected to reduce USA's annual amortization expense by approximately \$230 million.

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### ELECTRONIC RETAILING HIGHLIGHTS

HSN's EBITDA increased by 3% to \$75.7 million on 9% higher revenue of \$495.3 million in the United States.

- o In a challenging environment, HSN continues to grow faster than virtually every major traditional retailer. In fact, HSN had one of its best quarters ever in terms of new business, adding approximately 735,000 new customers during Q4.
- o As compared to Q4 2000, EBITDA grew slower than revenue due to the build out its new California fulfillment facility to reduce shipping times to west coast customers, investments in alternative distribution channels, and continuing technology investments in HSN.com as the business scales.
- o HSN.com, which now represents approximately 10% of HSN's U.S. sales, grew revenue by 125% in Q4, generating more sales than in all of 2000. Its affiliate program, which began in August, now includes more than 3,000 affiliates.
- o Off-air sales (including continuity, upsells, waitlist, and SHOP THE SOAPS), which require little or no HSN TV airtime, generated more than \$100 million in sales during 2001, and are expected to grow by more than 25% in 2002.
- o In partnership with Carnival Cruise Lines and celebrity host Suzanne Somers, HSN's GODDESS CRUISE event generated 1,100 cabin bookings in 36 hours, becoming the fastest selling cruise in Carnival's history. And during the cruise, travelers placed more than 2,000 orders with HSN.
- o HSN recently announced deals with star personalities. Christopher Lowell, noted home authority and Emmy-winning host of the Discovery Channel's THE CHRISTOPHER LOWELL SHOW, will debut an exclusive line of home makeover items; Christine Alt, celebrity plus-size fashion model, will introduce an exclusive new collection of clothing for women of all sizes; and Michael Corbett, host of the syndicated television programs EXTRA! And EXTRA!'S MANSIONS AND MILLIONAIRES, is launching a new line of indoor and outdoor home essentials.
- o HSN has also expanded its exclusive product line offerings in conjunction with Betty Crocker, Serta, Coleman, Hewlett Packard, Panasonic, Major League Baseball, Hoover, RCA, and Cosmopolitan, which will launch an exclusive line of personal care products featuring guest appearances by the magazine's beauty editors.

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ELECTRONIC RETAILING HIGHLIGHTS (CONTINUED)

	Q4 01	Q4 00	GRO
	-----	-----	-----
Units shipped (IN MILLIONS).....	11.4	10.0	1
Gross profit % *.....	33.9%	33.6%	
Return rate.....	17.9%	18.8%	
Average price point.....	\$47.36	\$51.59	
Product mix:			
Homegoods.....	53%	54%	
Jewelry.....	25%	24%	
Health / Beauty.....	10%	10%	
Apparel / Accessories.....	12%	12%	
* Gross margin increase is due to the inclusion of a small catalogue operation in Q4 2001. Without the catalogue business, HSN's gross margins would have been 33.2%.			
HSN cable / DBS homes (IN MILLIONS @ 12/31).....	73.4	65.9	1
HSN total homes (IN MILLIONS @ 12/31).....	83.0	77.1	
HSN total homes pro forma disengagement (IN MILLIONS)	72.6		

HSN - INTERNATIONAL AND OTHER

- o HSN - International and other includes primarily Home Shopping Espanol and HSN Germany.
- o System integration and operational challenges continued to adversely impact revenue and EBITDA growth at HSN Germany, which generated \$1.7 million in EBITDA during Q4, down from \$9 million in the year-ago period.
- o During 2001, HSN expanded its global leadership, launching new services in the United Kingdom, Belgium, the Netherlands, and Mexico.

TV HOUSEHOLDS

	12/01	12/00	GROWTH
	-----	-----	-----
	(IN MILLIONS @ 12/31)		
Consolidated Services:			
HSE - Germany (includes Austria / Switzerland).....	29.7	29.3	0.4
Home Shopping Espanol (U.S. / Puerto Rico).....	5.8	5.1	0.7
Home Shopping Espanol (Mexico).....	2.4	--	2.4
Unconsolidated Services:			
TVSN (China) -- HH airing at least 14 hours per week..	28.9	18.9	10.0
Shop Channel (Japan) .....	11.6	9.2	2.4
HSE - Italy.....	9.4	6.0	3.4
HSE - Netherlands (includes Belgium).....	3.5	--	3.5

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HSE - France (includes Belgium / Luxembourg).....	3.5	1.4	2.1
HSE - U.K.....	5.8	--	5.8

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### INFORMATION & SERVICES HIGHLIGHTS

TICKETMASTER increased ticketing revenue by 7% to \$131.8 million as EBITDA declined by 12%, primarily due to reduced profitability in selected international operations; declines in software sales which are more sensitive to economic conditions; and the inclusion of Reserve America, which was profitable on an EBITDA basis for the year, but due to seasonality loses money in the fourth quarter.

- o Ticketmaster launched TICKETFAST -TM-, for print-at-home ticketing, and Ticketmaster Marketplace -TM-, a ticket exchange service for buying, selling and forwarding tickets.
- o Online ticket sales accounted for 33.9% of total tickets sold by Ticketmaster, compared to 27.9% in Q4 '00.
- o MATCH.COM increased the number of paying subscribers to 382,150, a 144% increase from one year ago, and a 51% increase over Q3. Match.com earned \$7.6 million in EBITDA in Q4.
- o CITYSEARCH was named the Best Cityguide 2002 by Yahoo! Internet Life and was ranked among the Top 100 Websites by PC Magazine.

	Q4 01 -----	Q4 00 -----	GROWTH -----
Number of tickets sold (IN MILLIONS).....	20.3	18.7	8.6%
Gross value of tickets sold (IN MILLIONS).....	\$870.3	\$781.8	11.3%
Revenue per ticket.....	\$6.00	\$5.87	2.2%
Share of tickets sold online.....	33.9%	27.9%	
Top-selling events in Q4 '01.....			

NUTCRACKER, RINGLING BROTHERS, RA  
CHRISTMAS SPECTACULAR, DISNEY ON

EXPEDIA (transaction pending) increased EBITDA to \$22.2 million, on 84% higher revenue of \$81.8 million.

- o Expedia led all online travel agencies for the first time with \$704 million in gross bookings in Q4.
- o Expedia was named Best Overall Travel Site by Yahoo! Internet Life.
- o Expedia announced the acquisition of Classic Custom Vacations, the biggest high-end vacation packager to Hawaii.
- o Expedia introduced visa and passport service for travelers and opened the "Travel Right" Cafe in LAX.



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	Q4 01 -----	Q4 00 -----	GROWTH -----
Gross bookings (IN 000S).....	\$704	\$475	48%
Total transactions (IN 000S).....	2,229	1,318	69%
Average Media Metrix reach (IN 000S).....	9,238	5,417	70%
Expedia.com conversion.....	5.2%	6.0%	
New purchasing customers (IN 000S).....	870	504	73%
Unique purchasing customers (IN 000S).....	1,383	790	75%
Cumulative purchasing customers (IN 000S).....	6,294	2,932	115%

SEE IMPORTANT FOOTNOTES AT END OF THIS RELEASE.

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INFORMATION & SERVICES HIGHLIGHTS (CONTINUED)

HOTEL RESERVATIONS NETWORK increased EBITDA by 30% to \$22.9 million on 42% higher revenue of \$141.7 million.

- o HRN added a record number of hotel properties, 667, to total over 4,500 properties.
- o HRN completed the acquisition of AceNet, a leading hotel consolidator in Atlantic City.
- o HRN now has over 23,800 mostly-exclusive affiliates under contract.

	Q4 01 -----	Q4 00 -----	GROWTH -----
Hotel room nights sold.....	1,187,000	699,900	70%
Affiliates (including TravelNow).....	23,808	16,200	47%
Properties.....	4,567	2,600	76%
Cities served (AS OF 12/31).....	178	97	84%

PRECISION RESPONSE decreased EBITDA by 44% to \$6.2 million on 3% lower revenue of \$69.8 million.

- o PRC's business continued to be adversely affected by an economy-related slowdown in the outsourcing of customer care programs, particularly in the telecom and financial services industries. In addressing this, the Company engaged in cost reduction initiatives during Q4 to better position itself for 2002.
- o PRC signed consumer service deals with Schwan's and Household Credit, both of which will commence in 2002.

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### ENTERTAINMENT HIGHLIGHTS

USA NETWORK decreased EBITDA by 20% to \$84.9 million on 7% lower revenue of \$184.7 million.

- o USA finished the year tied for second place among all basic cable networks in primetime with a 1.7 rating.
- o USA averaged a 1.5 primetime rating in Q4 '01.
- o The PRIMETIME MOVIE increased delivery of Adults 18-34 by 18%.
- o PRANCER RETURNS earned a 3.0 rating as USA's highest rated Original Movie in Q4 '01.

SCI FI decreased EBITDA by 13% to \$26.1 million on 8% lower revenue of \$71.4 million.

- o SCI FI averaged a 0.7 rating in primetime and its average household delivery decreased by 8% to 524,000. Excluding the effects in Q4 `00 of SCI FI's hit mini-series DUNE, SCI FI's average household delivery decreased by 2%.
- o SCI FI continues to have the highest concentration of adult viewers 25-54 of any network on TV, while ranking in the top 10 among basic cable networks in its delivery of Adults, Women and Men 25-54 and Adults and Men 18-49.

STUDIOS USA, net, increased EBITDA by 3% to \$15.8 million on 30% lower revenue of \$100.9 million.

- o LAW & ORDER is generating the highest ratings in its 12-year history, averaging 18.9 million viewers weekly on NBC this season, ranking as the fifth highest rated television series.
- o LAW & ORDER: CRIMINAL INTENT, airing on NBC, was the most watched new primetime series in the November sweeps.
- o LAW & ORDER: SPECIAL VICTIMS UNIT, airing on NBC, is the most watched show in Friday primetime.
- o THE DISTRICT, airing on CBS, continues as the most watched show in Saturday primetime.
- o MAURY is the #2 talk show among Women 18-49, averaging a 2.3 rating in this demographic during the sweeps.
- o CROSSING OVER WITH JOHN EDWARD is this season's highest rated new daily first-run syndicated series.

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### ENTERTAINMENT HIGHLIGHTS (CONTINUED)

CABLE AND STUDIOS:	Q4 01	Q4 00	GROWTH
	-----	-----	-----
Revenue (\$ IN MILLIONS):			
USA Network.....	\$184.7	\$199.4	(7%)
SCI FI.....	71.4	77.8	(8%)
Studios, net.....	100.9	145.0	(30%)

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Total.....	----- \$357.0 =====	----- \$422.2 =====	----- (15%) =====
EBITDA (\$ IN MILLIONS):			
USA Network.....	\$84.9	\$105.6	(20%)
SCI FI.....	26.1	30.2	(13%)
Studios, net.....	15.8	15.3	3%
Total.....	----- \$126.8 =====	----- \$151.1 =====	----- (16%) =====
Households (IN MILLIONS @ 12/31):			
USA Network.....	85.2	79.9	7%
SCI FI.....	76.4	66.7	15%
Advertising and other revenue / affiliate revenue:			
USA Network mix.....	48:52	57:43	
SCI FI mix.....	59:41	67:33	

USA FILMS

USA Films' theatrical releases in Q4 were THE MAN WHO WASN'T THERE and GOSFORD PARK. THE MAN WHO WASN'T THERE was nominated for three GOLDEN GLOBES, including Best Picture (Drama) and Best Actor (Drama). GOSFORD PARK was nominated for five GOLDEN GLOBES, including Best Picture (Comedy or Musical), and was awarded Best Director. USA Home Entertainment's release ULTIMATE JORDAN is its best selling sports DVD to date, shipping over 200,000 units.

SHARES OUTSTANDING, MARKET CAPITALIZATION, NET DEBT

As of January 23, 2002, USA has outstanding 764.7 million shares, including exchangeable securities and treasury method options, with an aggregate market capitalization of \$19.9 billion. Pro forma for the Expedia and Vivendi transactions, USA has outstanding 414.3 million shares, including exchangeable securities and treasury method options, with an aggregate market capitalization of \$10.8 billion. Pro forma shares outstanding excludes Vivendi's remaining 56.6 million shares, as the Company believes these shares should be viewed as treasury, although the amount of shares treated as treasury will be lower at stock prices greater than \$40.82, as discussed in USA's 8-K filing with the SEC dated December 17, 2001.

USA has no net debt and \$550 million in consolidated net cash, including that of its public subsidiaries and an advance receivable to Universal. This excludes the final cash payment on the sale of USA Broadcasting of \$214 million, net of tax, and \$1.6 billion related to the pending Vivendi transaction and Expedia's cash balance of \$250 million.

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ANALYST CONFERENCE CALL

USA Networks, Inc. will audiocast its conference call with analysts and investors discussing the company's fourth quarter financial results on Tuesday, January 29, 2002, at 11:00 a.m. Eastern Time (ET). The live audiocast is open to the public, and a replay will be available approximately one hour after its

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completion, at [WWW.USANETWORKS.COM/INVESTOR.RELATIONS](http://WWW.USANETWORKS.COM/INVESTOR.RELATIONS).

### IMPORTANT DISCLOSURES / LEGEND AND FORWARD LOOKING STATEMENTS / FOOTNOTES

USA and Expedia have filed a joint prospectus/proxy statement and will file other relevant documents concerning USA's acquisition of Expedia with the Securities and Exchange Commission ("SEC"). INVESTORS ARE URGED TO READ THE JOINT PROSPECTUS/PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED IN THE FUTURE WITH THE SEC BECAUSE THOSE DOCUMENTS CONTAIN IMPORTANT INFORMATION. Investors will be able to obtain such documents free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, such documents may also be obtained free of charge by contacting USA Networks, Inc., 152 West 57th Street, New York, New York, 10019, Attention: Investor Relations, or Expedia, Inc., 13810 SE Eastgate Way, Suite 400, Bellevue, WA 98005, Attention: Investor Relations.

USA has filed a preliminary proxy statement and will file other relevant documents concerning USA's contribution of its Entertainment Group to a joint venture with Vivendi Universal and certain related transactions with the Securities and Exchange Commission ("SEC"). INVESTORS ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED IN THE FUTURE WITH THE SEC BECAUSE THOSE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION. Investors will be able to obtain such documents free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, such documents may also be obtained free of charge by contacting USA Networks, Inc., 152 West 57th Street, New York, NY, 10019, Attn: Investor Relations.

INVESTORS SHOULD READ THE PROXY STATEMENT CAREFULLY WHEN AVAILABLE BEFORE MAKING ANY VOTING OR INVESTMENT DECISION CONCERNING THE PROPOSED TRANSACTIONS.

USA and its directors and officers may be deemed to be participants in the solicitation of proxies from USA shareholders to adopt the agreement providing for USA's contribution of its Entertainment Group to a joint venture with Vivendi Universal and the other related transactions described therein. A detailed list of the names and interests of USA's directors and executive officers is contained in the definitive proxy statement on Schedule 14A filed by SUA with the SEC on April 9, 2001. Copies of USA filings may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov).

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are necessarily estimates reflecting the best judgment of the senior management of USA and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth herein and in the documents USA files with the Securities and Exchange Commission. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, without limitation: material adverse changes in economic conditions generally or in the markets served by USA, material changes in inflation, future regulatory and legislative actions affecting USA's operating areas, competition from others, product demand and market acceptance, the ability to protect proprietary information and technology or to obtain necessary licenses on commercially reasonable terms, the ability to expand into and successfully operate in foreign markets, and obtaining and retaining skilled workers and key executives. The words "estimate," "project," "intend," "expect," "believe" and similar expressions are intended to identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. USA does not undertake any obligation to update or revise these forward-looking statements, whether as a result of new information, future events or any other reason.

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The financial, statistical and other information contained in this press release and its attachments is unaudited. USA Network and SCI FI ratings and household delivery data per NMR Galaxy Explorer for NHI defined periods versus comparable periods. Subscriber counts based on Nielsen People Meter Installed Sample, December '01 vs. '00. All ratings within each network's coverage area. Studios' syndicated program ratings per NSS (GAA % where applicable), and broadcast network data per NTI for comparable time periods. Subject to qualifications. Operating metrics in this press release are pro forma for pending Expedia transaction. For operating metrics relating to Expedia, gross bookings represent the total value of travel booked through the Expedia, VacationSpot, and WWTE sites. Transactions represents the number of reservations and purchases transacted through the Expedia and WWTE sites. Average monthly Media Metrix reach represents the unduplicated reach for the Expedia and VacationSpot sites. Conversion represents the monthly average Expedia.com unique monthly purchasers divided by the monthly average Media Metrix reach for the Expedia.com site. Expedia new purchasing customers represents the number of new customers transacting through the Expedia sites in a quarter. Expedia cumulative purchasing customers represents the cumulative number of customers that have ever transacted through the Expedia sites as of the end of a quarter. Expedia quarterly unique purchasing customers represents the number of unique customers transacting through the Expedia sites over the course of a quarter.

### ABOUT USA NETWORKS, INC.

USA Networks, Inc. (Nasdaq: USAI), to be renamed USA Interactive upon close of its pending transaction with Vivendi Universal, is organized into two groups, the Interactive Group and the Entertainment Group. The Interactive Group consists of Home Shopping Network (including HSN International and HSN Interactive); Ticketmaster (Nasdaq: TMCS), which operates CitySearch and Match.com; Hotel Reservations Network (Nasdaq: ROOM); Electronic Commerce Solutions; Styleclick; Precision Response Corporation; and Expedia, Inc. (Nasdaq: EXPE) upon the close of USA's previously announced transaction. The Entertainment Group consists of USA Cable, including USA Network, SCI FI Channel, TRIO, Newsworld International, and Crime; Studios USA, which produces and distributes television programming; and USA Films, which produces and distributes films. On December 17, 2001, USA and Vivendi Universal announced a transaction in which the assets of the Entertainment Group would be contributed to Vivendi Universal Entertainment, a new joint venture.

CONTACTS:	USA COMMUNICATIONS:	USA INVESTOR RELATIONS:
	Ron Sato	Roger Clark / Lauren Rosenfield
	212-314-7254	212-314-7400

USA INTERACTIVE AND SUBSIDIARIES  
 PRO FORMA FOR THE PENDING EXPEDIA AND VIVENDI TRANSACTIONS  
 UNAUDITED BUSINESS SEGMENT INFORMATION  
 (\$ IN THOUSANDS)

THREE MONTHS ENDED DECEMBER 31,

PRO FORMA	PRO FORMA
-----	-----
2001	2000
-----	-----

REVENUES - OPERATING BUSINESSES

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Electronic retailing - U.S.	\$ 495,275	\$ 455,840
Ticketing	131,776	122,656
Hotel reservations	141,668	100,014
Online travel (transaction pending)	81,762	44,419
Teleservices	69,752	72,097
Personals	17,561	7,173
	-----	-----
SUB-TOTAL	937,794	802,199
REVENUES - EMERGING BUSINESSES		
Citysearch and related	10,256	14,062
Electronic Commerce Solutions/Styleclick	12,448	13,413
HSN - all consolidated international and other	82,192	83,407
	-----	-----
SUB-TOTAL	104,896	110,882
	-----	-----
Euro's exchange rate fluctuation (a)	(10,242)	(11,814)
Disengaged HSN homes (b)	--	6,229
Intersegment Elimination	(2,180)	--
	-----	-----
TOTAL	\$1,030,268	\$ 907,496
	=====	=====
EBITDA - OPERATING BUSINESSES (c)		
Electronic retailing - U.S.	\$ 75,667	\$ 73,758
Ticketing	21,473	24,419
Hotel reservations	22,858	17,637
Online Travel (transaction pending)	22,205	(2,872)
Teleservices	6,221	11,048
Personals	7,604	1,379
Corporate and other	(7,027)	(5,988)
	-----	-----
SUB-TOTAL	149,001	119,381
EBITDA - EMERGING BUSINESSES (c)		
Citysearch	(9,853)	(12,426)
Electronic Commerce Solutions/Styleclick	(7,803)	(16,752)
HSN - all consolidated international and other	(7,745)	4,051
	-----	-----
SUB-TOTAL	(25,401)	(25,127)
	-----	-----
Restructuring charge and one-time items (d)	(3,075)	(3,187)
Euro's exchange rate fluctuation (a)	(218)	(1,454)
Disengaged HSN homes (b)	--	856
	-----	-----
TOTAL	\$ 120,307	\$ 90,469
	=====	=====

- (a) In order to present comparable results for HSN Germany, the results have been translated from Euros to U.S. dollars at a constant exchange rate.
- (b) Reflects estimated results generated by homes lost by HSN following disengagement of USA Broadcasting to Univision.
- (c) EBITDA is defined as operating income plus, (1) depreciation and amortization, (2) amortization of cable distribution fees of \$14,591 and \$10,987, respectively, (3) amortization of non-cash distribution and marketing expense and non-cash compensation expense and (4) disengagement expense of \$4.1 million in Q4 '01.
- (d) Represents non-recurring costs related to restructuring operations and employee terminations.

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USA INTERACTIVE AND SUBSIDIARIES  
 PRO FORMA FOR THE PENDING EXPEDIA AND VIVENDI TRANSACTIONS  
 UNAUDITED BUSINESS SEGMENT INFORMATION  
 (\$ IN THOUSANDS)

TWELVE MONTHS ENDED DECEMBER 31,

	ACTUAL	PRO FORMA (a)
	2001	2000
<b>REVENUES - OPERATING BUSINESSES</b>		
Electronic retailing - U.S.	\$ 1,658,904	\$ 1,527,042
Ticketing	579,679	518,565
Hotel reservations	536,497	327,977
Online Travel (transaction pending)	296,936	156,656
Teleservices	298,678	282,120
Personals	49,249	29,122
	-----	-----
SUB-TOTAL	3,419,943	2,841,482
<b>REVENUES - EMERGING BUSINESSES</b>		
Citysearch	46,107	50,889
Electronic Commerce Solutions/Styleclick	34,230	48,492
HSN - all consolidated international and other	319,424	280,985
	-----	-----
SUB-TOTAL	399,761	380,366
	-----	-----
Euro's exchange rate fluctuation (b)	(46,855)	(35,271)
Disengaged HSN homes (c)	--	6,229
Intersegment Elimination	(7,053)	--
	-----	-----
TOTAL	\$ 3,765,796	\$ 3,192,806
	=====	=====
<b>EBITDA - OPERATING BUSINESSES (d)</b>		
Electronic retailing - U.S.	\$ 231,507	\$ 229,582
Ticketing	106,248	100,025
Hotel reservations	81,449	52,641
Online Travel (transaction pending)	60,864	(38,770)
Teleservices	34,299	44,626
Personals	16,512	6,241
Corporate and other	(31,203)	(29,879)
	-----	-----
SUB-TOTAL	499,676	364,466
<b>EBITDA - EMERGING BUSINESSES (d)</b>		
Citysearch	(43,441)	(63,879)
Electronic Commerce Solutions/Styleclick	(53,591)	(71,193)
HSN - all consolidated international and other	(22,555)	14,679
	-----	-----
SUB-TOTAL	(119,587)	(120,393)
	-----	-----
Restructuring charge and one-time items (e)	(20,098)	(4,685)

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Euro's exchange rate fluctuation (b)	(1,200)	(3,939)
Disengaged HSN homes (c)	--	856
	-----	-----
TOTAL	\$ 358,791	\$ 236,305
	=====	=====

- (a) Presented as if the acquisitions of Precision Response and Styleclick had occurred at the beginning of the period presented.
- (b) In order to present comparable results for HSN Germany, the results have been translated from Euros to U.S. dollars at a constant exchange rate.
- (c) Reflects estimated results generated by homes lost by HSN following disengagement of USA Broadcasting to Univision.
- (d) EBITDA is defined as operating income plus, (1) depreciation and amortization, (2) amortization of cable distribution fees of \$43,975 and \$36,322, respectively, (3) amortization of non-cash distribution and marketing expense and non-cash compensation expense and (4) disengagement expense of \$4.1 million in Q4 '01.
- (e) Represents non-recurring costs related to restructuring operations and employee terminations and benefits.

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USA INTERACTIVE AND SUBSIDIARIES  
PRO FORMA FOR THE PENDING EXPEDIA AND VIVENDI TRANSACTIONS  
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(\$ IN THOUSANDS, EXCEPT PER SHARE DATA)

	THREE MONTHS ENDED DECEMBER 31	
	PRO FORMA	PRO FORMA
	-----	-----
	2001	2000
	-----	-----
Revenues, net	\$ 1,030,268	\$ 907,496
Operating costs and expenses:		
Costs related to revenues	667,944	602,673
Other costs and expenses	242,017	214,354
Disengagement costs (a)	4,052	--
Amortization of non cash distribution and marketing expense (b)	6,518	7,099
Amortization of non cash compensation expense (c)	4,793	12,497
Amortization of cable distribution fees	14,591	10,987
Depreciation and amortization	119,502	306,498
	-----	-----
Total operating costs and expenses	1,059,417	1,154,108
	-----	-----
Operating income	(29,149)	(246,612)
Interest expense, net	(4,017)	1,418
Other, net	8,940	19,149
	-----	-----
Earnings before income taxes and minority interest	(24,226)	(226,045)
Income tax expense	(18,671)	(20,564)
Minority interest	12,663	82,572
	-----	-----



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Loss before preferred dividend	\$ (30,234)	\$ (164,037)
Preferred dividend (d)	(3,265)	(3,265)
Net loss available to common shareholders	\$ (33,499)	\$ (167,302)
Net loss available to common shareholders ex. one time charges (e)	\$ (25,145)	\$ (63,627)
Cash net income available to common shareholders, excluding one-time charges	\$ 40,514	\$ 37,644
Weighted average basic shares	412,753	403,878
Weighted average CNI shares	410,485	401,400
EPS AVAILABLE TO COMMON SHAREHOLDERS		
Basic and diluted loss per share	\$ (.08)	\$ (.41)
Basic loss per share, excluding one-time charges	\$ (.06)	\$ (.16)
Cash net income per share, excluding one-time charges	\$ .10	\$ .09
EBITDA (F)	\$ 120,307	\$ 90,469

- (a) Represents costs incurred related to the disengagement of HSN from the USA Broadcasting stations. Amounts primarily relate to payments to cable operators and related marketing expenses in the disengaged markets.
- (b) Amortization of warrants and stock issued in exchange for distribution and marketing services.
- (c) Expense relates to the Company's bonus stock purchase program, restricted stock awards and certain stock option grants. (d) In relation to the pending Expedia transaction, the Company will issue preferred stock with a dividend of 1.99%, payable in cash or stock.
- (e) Represents non-recurring costs related to restructuring operations at HSN, HSN International and PRC, including costs for employee terminations.
- (f) EBITDA is defined as operating income plus, (1) depreciation and amortization, (2) amortization of cable distribution fees of \$14,591 and \$10,987, respectively, (3) amortization of non-cash distribution and marketing expense and non-cash compensation expense and (4) disengagement expense of \$4.1 million in Q4 '01.

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	TWELVE MONTHS ENDED DECEMBER	
	PRO FORMA (a)	PRO FORMA (a)
	2001	2000
Revenues, net	\$ 3,765,796	\$ 3,192,806
Operating costs and expenses:		
Costs related to revenues	2,424,580	2,117,995
Other costs and expenses	982,425	838,506
Disengagement costs (c)	4,052	--
Amortization of non cash distribution and marketing expense (d)	26,384	11,665
Amortization of non cash compensation expense (e)	24,204	76,941
Amortization of cable distribution fees	43,975	36,322
Depreciation and amortization	493,959	648,408
Total operating costs and expenses	3,999,579	3,729,837
Operating income	(233,783)	(537,031)
Interest expense, net	(8,902)	(2,504)
Other, net	92,664	174,145
Earnings before income taxes and minority interest	(150,021)	(365,390)
Income tax expense	(65,182)	(120,217)
Minority interest	69,285	161,642
Loss before preferred dividend	\$ (145,918)	\$ (323,965)
Preferred dividend (f)	\$ (13,059)	(13,059)
Net loss available to common shareholders	\$ (158,977)	\$ (337,024)
Net loss available to common shareholders ex. one time charges (g)	(\$ 131,556)	(\$ 275,337)
Cash net income available to common shareholders, excluding one-time charges	\$ 137,939	\$ 51,581
Weighted average basic shares	409,715	395,302
Weighted average CNI shares	414,962	403,379
EPS AVAILABLE TO COMMON SHAREHOLDERS		
Basic and diluted loss per share	\$ (.39)	\$ (.85)
Basic loss per share, excluding one-time charges	\$ (.32)	\$ (.70)
Cash net income per share, excluding one-time charges	\$ .33	\$ .13
EBITDA (h)	\$ 358,791	\$ 236,305

- (a) Presented as if the merger of Ticketmaster and TMCS had occurred at the beginning of the period presented. The merger has no impact on revenues or EBITDA. Pro forma results reflect the impact of the merger on minority interest and income taxes.
- (b) Presented as if the acquisitions of Precision Response and Styleclick had occurred at the beginning of the period presented.
- (c) Represents costs incurred related to the disengagement of HSN from the USA Broadcasting stations. Amounts primarily relate to payments to cable operators and related marketing expenses in the disengaged markets.
- (d) Amortization of warrants and stock issued in exchange for distribution and marketing services.
- (e) Expense relates to the Company's bonus stock purchase program, restricted stock awards and certain stock option grants.
- (f) In relation to the pending Expedia transaction, the Company will issue preferred stock with a dividend of 1.99%, payable in cash or stock.
- (g) Represents non-recurring costs related to restructuring operations at HSN, HSN International and PRC, including costs for employee terminations.
- (h) EBITDA is defined as operating income plus, (1) depreciation and amortization, (2) amortization of cable distribution fees of \$43,975 and \$36,322, respectively, (3) amortization of non-cash distribution and marketing expense and non-cash compensation expense and (4) disengagement expense of \$4.1 million in Q4 '01.

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USA INTERACTIVE AND SUBSIDIARIES  
 EPS AND CASH NET INCOME RECONCILIATION INFORMATION  
 UNAUDITED  
 (\$ IN THOUSANDS, EXCEPT PER SHARE DATA)

	THREE MONTHS ENDED D	
	PRO FORMA	P
	-----	-----
	2001	
	-----	-----
BASIC LOSS PER SHARE:		
Net loss before preferred dividend	\$ (30,234)	\$
Preferred Dividend	(3,265)	
	-----	-----
Net loss available to common shareholders	(\$ 33,499)	(
Impact of unusual items, net of tax and minority interest (a)	8,354	
	-----	-----
BASIC LOSS, EXCLUDING UNUSUAL ITEMS (a)	\$ (25,145)	\$
	=====	=====
Weighted average basic shares	412,753	
	=====	=====
Basic loss per share before preferred dividend	\$ (.07)	\$
	-----	-----
Basic loss per share before preferred dividend, ex. one-time items	\$ (.05)	\$

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	=====	
Basic loss per share available to common shareholders	\$ (.08)	\$
Basic loss per share available to common shareholders, ex. one-time items	\$ (.06)	\$
	=====	
=====		
CASH NET INCOME:		
Net loss available to common shareholders	(\$ 33,499)	(
Impact of non-cash items, net of tax and minority interest	68,743	
1.4% PIK dividend (b)	(3,721)	
Minority Interest	(843)	
	-----	
CASH NET INCOME	30,680	
Impact of unusual items, net of tax and minority interest (a)	9,834	
	-----	
CASH NET INCOME, EXCLUDING UNUSUAL ITEMS (a)	\$ 40,514	\$
	=====	
Weighted average CNI shares	410,485	
	=====	
Cash net income per share	\$ .07	\$
	=====	
Cash net income per share, excluding unusual items (a)	\$ .10	\$
	=====	
=====		
RECONCILIATION OF BASIC AND CASH NET INCOME OUTSTANDING SHARES		
Basic weighted average shares	412,753	
Exchangeable Holdco shares	33,217	
Treasury Method Stock Options	21,126	
Vivendi shares treated as treasury (b)	(56,611)	
	-----	
	410,485	
	=====	
=====		

- (a) Excludes one time charges and non-operating gains.
- (b) Cash net income shares exclude Vivendi's remaining 56.6 million shares, as the Company believes these shares should be viewed as treasury, although the amount of treasury shares will be lower at stock prices greater than \$40.82, as discussed in the Company's 8-K filing with the SEC dated December 17, 2001. The 1.4% PIK dividend on the preferred security that relates to these shares has been deducted from net income.

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	TWELVE MONTHS ENDED	
	PRO FORMA	P
	-----	-----
	2001	
	-----	
BASIC LOSS PER SHARE:		
Net loss before preferred dividend	\$ (145,918)	\$
Preferred Dividend	(13,059)	
	-----	
Net loss available to common shareholders	(\$158,977)	(
Impact of unusual items, net of tax and minority interest (a)	27,421	
	-----	
BASIC LOSS, EXCLUDING UNUSUAL ITEMS (a)	\$ (131,556)	\$
	=====	=
Weighted average basic shares	409,715	
	=====	=
Basic loss per share before preferred dividend	\$ (.36)	\$
	-----	
Basic loss per share before preferred dividend, ex. one-time items	\$ (.29)	\$
	=====	=
	-----	
Basic loss per share available to common shareholders	\$ (.39)	\$
	=====	=
Basic loss per share available to common shareholders, ex. one-time items	\$ (.32)	\$
	=====	=
=====		
CASH NET INCOME:		
Net loss available to common shareholders	(\$158,977)	(
Impact of non-cash items, net of tax and minority interest	286,925	
1.4% PIK dividend (b)	(14,884)	
	-----	
Minority Interest	(4,937)	
	-----	
CASH NET INCOME	108,127	
Impact of unusual items, net of tax and minority interest (a)	29,812	
	-----	
CASH NET INCOME, EXCLUDING UNUSUAL ITEMS (b)	\$ 137,939	\$
	=====	=
Weighted average CNI shares	414,962	
	=====	=
Cash net income per share	\$ .26	\$
	=====	
Cash net income per share, excluding unusual items (a)	\$ .33	\$
	=====	=
=====		
RECONCILIATION OF BASIC AND CASH NET INCOME OUTSTANDING SHARES		
Basic weighted average shares	409,715	

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Exchangeable Holdco shares	33,217
Treasury Method Stock Options	28,641
Vivendi shares treated as treasury (b)	(56,611)

-----  
414,962  
=====

- =====
- (a) Excludes one time charges and non-operating gains.
- (b) Cash net income shares exclude Vivendi's remaining 56.6 million shares, as the Company believes these shares should be viewed as treasury, although the amount of treasury shares will be lower at stock prices greater than \$40.82, as discussed in the Company's 8-K filing with the SEC dated December 17, 2001. The 1.4% PIK dividend on the preferred security that relates to these shares has been deducted from net income.
- =====

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USA NETWORKS, INC. AND SUBSIDIARIES  
BUSINESS SEGMENT INFORMATION - CONTINUING OPERATIONS  
UNAUDITED  
(\$ IN THOUSANDS)

	THREE MONTHS ENDED DECEMBER 31	
	ACTUAL	ACTUAL
	2001	2000
	-----	-----
REVENUES - OPERATING BUSINESSES		
Cable and studios	\$ 357,053	\$ 422,133
Electronic retailing - U.S.	495,275	455,840
Ticketing	131,776	122,656
Hotel reservations	141,668	100,014
Teleservices	69,752	72,097
Personals	17,561	7,173
	-----	-----
SUB-TOTAL	1,213,085	1,179,913
REVENUES - EMERGING BUSINESSES		
Citysearch and related	10,256	14,062
Electronic Commerce Solutions/Styleclick	12,448	13,413
HSN - all consolidated international and other	82,192	83,407
USA Films	37,476	20,536
Trio, NWI, Crime, other emerging media	5,961	7,470
	-----	-----
SUB-TOTAL	148,333	138,888
Euro's exchange rate fluctuation (a)	(10,242)	(11,814)
Disengaged HSN homes (b)	--	6,229
Intersegment Elimination	(4,701)	--
	-----	-----
TOTAL	\$ 1,346,475	\$ 1,313,216

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	=====	=====
EBITDA - OPERATING BUSINESSES (c)		
Cable and studios	\$ 126,855	\$ 151,102
Electronic retailing - U.S.	75,667	73,758
Ticketing	21,473	24,419
Hotel reservations	22,858	17,637
Teleservices	6,221	11,048
Personals	7,604	1,379
Corporate and other	(7,027)	(5,988)
	-----	-----
SUB-TOTAL	253,651	273,355
EBITDA - EMERGING BUSINESSES (c)		
Citysearch	(9,853)	(12,426)
Electronic Commerce Solutions/Styleclick	(7,803)	(16,752)
HSN - all consolidated international and other	(7,745)	4,051
USA Films	1,930	(621)
Trio, NWI, Crime, other emerging media	(4,359)	(2,518)
	-----	-----
SUB-TOTAL	(27,830)	(28,266)
Restructuring charge and one-time items (d)	(6,249)	(3,187)
Euro's exchange rate fluctuation (a)	(218)	(1,454)
Disengaged HSN Homes (b)	--	856
Intersegment Elimination	(2,521)	--
	-----	-----
TOTAL	\$ 216,833	\$ 241,304
	=====	=====

- (a) In order to present comparable results for HSN Germany, the results have been translated from Euros to U.S. dollars at a constant exchange rate.
- (b) Reflects estimated results generated by homes lost by HSN following disengagement of USA Broadcasting to Univision.
- (c) EBITDA is defined as operating income plus, (1) depreciation and amortization, (2) amortization of cable distribution fees of \$14,591 and \$10,987, respectively, (3) amortization of non-cash distribution and marketing expense and non-cash compensation expense and (4) disengagement expense of \$4.1 million in Q4 '01.
- (d) Represents non-recurring costs related to restructuring operations and employee terminations.

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USA NETWORKS, INC. AND SUBSIDIARIES  
BUSINESS SEGMENT INFORMATION - CONTINUING OPERATIONS  
UNAUDITED  
(\$ IN THOUSANDS)

TWELVE MONTHS ENDED DECEMBER 31,

ACTUAL	PRO FORMA (a)	ACTUAL
-----	-----	-----
2001	2000	2000
-----	-----	-----

REVENUES - OPERATING BUSINESSES

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Cable and studios	\$ 1,633,130	\$ 1,525,124	\$ 1,525,124
Electronic retailing - U.S.	1,658,904	1,527,042	1,527,042
Ticketing	579,679	518,565	518,565
Hotel reservations	536,497	327,977	327,977
Teleservices	298,678	282,120	212,471
Personals	49,249	29,122	29,122
	-----	-----	-----
SUB-TOTAL	4,756,137	4,209,950	4,140,301
REVENUES - EMERGING BUSINESSES			
Citysearch	46,107	50,889	50,889
Electronic Commerce Solutions/Styleclick	34,230	48,492	46,603
HSN - all consolidated international and other	319,424	280,985	280,985
USA Films	167,038	86,084	86,084
Trio, NWI, Crime, other emerging media	24,086	20,332	20,332
	-----	-----	-----
SUB-TOTAL	590,885	486,782	484,893
	-----	-----	-----
Euro's exchange rate fluctuation (b)	(46,855)	(35,271)	(35,271)
Disengaged HSN homes (c)	--	6,229	6,229
Intersegment Elimination	(15,360)	--	--
	-----	-----	-----
TOTAL	\$ 5,284,807	\$ 4,667,690	\$ 4,596,152
	=====	=====	=====
EBITDA - OPERATING BUSINESSES (d)			
Cable and studios	\$ 616,761	\$ 547,684	\$ 547,684
Electronic retailing - U.S.	231,507	229,582	229,582
Ticketing	106,248	100,025	100,025
Hotel reservations	81,449	52,641	52,641
Teleservices	34,299	44,626	35,165
Personals	16,512	6,241	6,241
Corporate and other	(31,203)	(29,879)	(29,736)
	-----	-----	-----
SUB-TOTAL	1,055,573	950,920	941,602
EBITDA - EMERGING BUSINESSES (d)			
Citysearch	(43,441)	(63,879)	(63,879)
Electronic Commerce Solutions/Styleclick	(53,591)	(71,193)	(60,227)
HSN - all consolidated international and other	(22,555)	14,679	14,679
USA Films	1,973	(6,592)	(6,592)
Trio, NWI, Crime, other emerging media	(11,467)	(7,120)	(7,120)
	-----	-----	-----
SUB-TOTAL	(129,081)	(134,105)	(123,139)
	-----	-----	-----
Restructuring charge and one-time items (e)	(23,272)	(4,685)	(4,685)
Euro's exchange rate fluctuation (b)	(1,200)	(3,939)	(3,939)
Disengaged HSN homes (c)	--	856	856
Intersegment Elimination	(8,307)	--	--
	-----	-----	-----
TOTAL	\$ 893,713	\$ 809,047	\$ 810,695
	=====	=====	=====

- (a) Presented as if the acquisitions of Precision Response and Styleclick had occurred at the beginning of the period presented.
- (b) In order to present comparable results for HSN Germany, the results have been translated from Euros to U.S. dollars at a constant exchange rate.
- (c) Reflects estimated results generated by homes lost by HSN following disengagement of USA Broadcasting to Univision.
- (d) EBITDA is defined as operating income plus, (1) depreciation and amortization, (2) amortization of cable distribution fees of \$43,975 and



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\$36,322, respectively, (3) amortization of non-cash distribution and marketing expense and non-cash compensation expense and (4) disengagement expense of \$4.1 million in Q4 '01.

- (e) Represents non-recurring costs related to restructuring operations and employee terminations and benefits.

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USA NETWORKS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
UNAUDITED  
(\$ IN THOUSANDS, EXCEPT PER SHARE DATA)

	THREE MONTHS ENDED D	
	ACTUAL	PRO FORMA
	----- 2001 -----	----- 2000 -----
Revenues, net	\$ 1,346,475	\$ 1,313,
Operating costs and expenses:		
Costs related to revenues	831,335	801,
Other costs and expenses	298,307	270,
Disengagement costs (b)	4,052	
Amortization of non cash distribution and marketing expense (c)	6,518	7,
Amortization of non cash compensation expense (d)	7,281	5,
Amortization of cable distribution fees	14,591	10,
Depreciation and amortization	138,275	323,
Total operating costs and expenses	----- 1,300,359 -----	----- 1,419, -----
Operating income	46,116	(105,
Interest expense, net	(13,973)	(10,
Other, net	(26,440)	(18,
Earnings before income taxes and minority interest	----- 5,703 -----	----- (134, -----
Income tax expense	(37,686)	(26,
Minority interest	(24,965)	82,
Net loss from continuing operations (e)	----- \$ (56,948) =====	----- \$ (77, =====
Loss from continuing operations, excluding one-time charges and non-operating gains (f)	----- (\$49,441) =====	----- (\$32, =====
Cash net income, excluding one-time charges and non-operating gains	----- \$ 33,440 =====	----- \$ 100, =====
Weighted average basic shares	----- 377,139 =====	----- 368, =====

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Weighted average cash net income shares	760,866	751,
	=====	=====
EPS FROM CONTINUING OPERATIONS		
Basic loss per share	\$ (.15)	\$ (
	=====	=====
Basic loss per share, excluding one-time charges and non-operating gains	\$ (.13)	\$ (
	=====	=====
Cash net income per share, excluding one-time charges	\$ .04	\$
	=====	=====
EBITDA (g)	\$ 216,833	\$ 241,
	=====	=====

- (a) Presented as if the merger of Ticketmaster and TMCS had occurred at the beginning of the period presented. The merger has no impact on revenues or EBITDA. Pro forma results reflect the impact of the merger on minority interest and income taxes.
- (b) Represents costs incurred related to the disengagement of HSN from the USA Broadcasting stations. Amounts primarily relate to payments to cable operators and related marketing expenses in the disengaged markets.
- (c) Amortization of warrants and stock issued in exchange for distribution and marketing services.
- (d) Expense relates to the Company's bonus stock purchase program, restricted stock awards and certain stock option grants.
- (e) Q4 '00 excludes the results of USA Broadcasting. The results for the discontinued operations was an after tax loss of \$17,988.
- (f) Represents non-recurring costs related to restructuring operations at HSN, HSN International and PRC, including costs for employee terminations.
- (g) EBITDA is defined as operating income plus, (1) depreciation and amortization, (2) amortization of cable distribution fees of \$14,591 and \$10,987, respectively, (3) amortization of non-cash distribution and marketing expense and non-cash compensation expense and (4) disengagement expense of \$4.1 million in Q4 '01.

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USA NETWORKS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
UNAUDITED  
(\$ IN THOUSANDS, EXCEPT PER SHARE DATA)

	TWELVE MONTHS	
	PRO FORMA (a)	ACTUAL
	-----	-----
	2001	2001
	-----	-----
Revenues, net	\$ 5,284,807	\$ 5,284,800
Operating costs and expenses:		
Costs related to revenues	3,208,430	3,208,430
Other costs and expenses	1,182,664	1,182,664
Disengagement costs (c)	4,052	4,052

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Amortization of non cash distribution and marketing expense (d)	26,384	26,384
Amortization of non cash compensation expense (e)	12,712	12,712
Amortization of cable distribution fees	43,975	43,975
Depreciation and amortization	565,352	565,352
	-----	-----
Total operating costs and expenses	5,043,569	5,043,569
	-----	-----
Operating income	241,238	241,238
Interest expense, net	(48,438)	(48,438)
Other, net	(59,636)	(59,636)
	-----	-----
Earnings before income taxes and minority interest	133,164	133,164
Income tax expense	(107,265)	(108,877)
Minority interest	(152,487)	(149,333)
	-----	-----
Loss from continuing operations (f)	\$ (126,588)	\$ (125,050)
	=====	=====
Loss from continuing operations, excluding one-time charges and non-operating gains (g)	(\$105,516)	(\$103,980)
	=====	=====
Cash net income, excluding one-time charges and non-operating gains	\$ 309,500	\$ 311,030
	=====	=====
Weighted average basic shares	374,101	374,101
	=====	=====
Weighted average cash net income shares	765,343	765,343
	=====	=====
EPS FROM CONTINUING OPERATIONS		
Basic loss per share	\$ (.34)	\$ (.34)
	=====	=====
Basic loss per share, excluding one-time charges and non-operating gains	\$ (.28)	\$ (.28)
	=====	=====
Cash net income per share, excluding one-time charges	\$ .40	\$ .40
	=====	=====
EBITDA (h)	\$ 893,713	\$ 893,713
	=====	=====

- (a) Presented as if the merger of Ticketmaster and TMCS had occurred at the beginning of the period presented. The merger has no impact on revenues or EBITDA. Pro forma results reflect the impact of the merger on minority interest and income taxes.
- (b) Presented as if the acquisitions of Precision Response and Styleclick had occurred at the beginning of the period presented.
- (c) Represents estimated costs incurred related to the disengagement of HSN from the USA Broadcasting stations. Amounts primarily relate to payments to cable operators and related marketing expenses in the disengaged markets.
- (d) Amortization of warrants and stock issued in exchange for distribution and marketing services.
- (e) Expense relates to the Company's bonus stock purchase program, restricted stock awards and certain stock option grants.

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- (f) 2001 loss from continuing operations is calculated before the impact of the cumulative effect of adoption of SOP 00-2, "Accounting by Producers and Distributors of Films", of \$9.2 million and the gain on sale of broadcasting stations, the sale of which to Univision was announced in December 2000. The Company recorded a gain of \$517.8 million in 2001 related to the sale. 2000 excludes the results of USA Broadcasting. The results for the discontinued operations in 2000 was an after tax loss of \$59.4 million.
- (g) Represents non-recurring costs related to restructuring operations at HSN, HSN International and PRC, including costs for employee terminations.
- (h) EBITDA is defined as operating income plus, (1) depreciation and amortization, (2) amortization of cable distribution fees of \$43,975 and \$36,322, respectively, (3) amortization of non-cash distribution and marketing expense and non-cash compensation expense and (4) disengagement expense of \$4.1 million in Q4 '01.

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USA NETWORKS AND SUBSIDIARIES  
 EPS AND CASH NET INCOME RECONCILIATION INFORMATION - CONTINUING OPERATIONS  
 UNAUDITED  
 (\$ IN THOUSANDS, EXCEPT PER SHARE DATA)

	THREE MONTHS ENDED DE	
	PRO FORMA ----- 2001 -----	PRO FORMA ----- 2000 (a) -----
<b>BASIC LOSS PER SHARE:</b>		
Net loss	\$ (56,948)	\$ (77,540)
Impact of unusual items, net of tax and minority interest (b)	7,507	44,639
	-----	-----
BASIC LOSS, EXCLUDING UNUSUAL ITEMS (b)	\$ (49,441)	\$ (32,901)
	=====	=====
Weighted average basic shares	377,139	368,264
	=====	=====
Basic loss per share before preferred dividend	\$ (.15)	\$ (.21)
	-----	-----
Basic loss per share before preferred dividend, ex. one-time items	\$ (.13)	\$ (.09)
	=====	=====
=====		
<b>CASH NET INCOME:</b>		
Net loss	\$ (56,948)	\$ (77,540)
Impact of non-cash items, net of tax and minority interest	90,130	226,159
Minority Interest	(15,033)	(61,473)
	-----	-----
CASH NET INCOME	18,149	87,146
Impact of unusual items, net of tax and minority interest (b)	15,291	12,966
	-----	-----
CASH NET INCOME, EXCLUDING UNUSUAL ITEMS (b)	\$ 33,440	\$ 100,112
	=====	=====

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Weighted average CNI shares	760,866	751,781
	=====	=====
Cash net income per share	\$ .02	\$ .12
	=====	=====
Cash net income per share, excluding unusual items (b)	\$ .04	\$ .13
	=====	=====

RECONCILIATION OF BASIC AND CASH NET INCOME OUTSTANDING SHARES

Basic weighted average shares	377,139	368,264
Exchangeable LLC and Holdco shares	361,153	361,153
Treasury Method Stock Options	22,574	22,364
	-----	-----
	760,866	751,781
	=====	=====

- (a) Presented as if the Ticketmaster and TMCS merger had occurred as of the beginning of the period. The merger had no impact on EBITDA, but did impact minority interest.
- (b) Excludes one time charges and non-operating gains.

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USA NETWORKS AND SUBSIDIARIES  
 EPS AND CASH NET INCOME RECONCILIATION INFORMATION - CONTINUING OPERATIONS,  
 BEFORE CUM. EFFECT OF ACCOUNTING CHANGE  
 UNAUDITED  
 (\$ IN THOUSANDS, EXCEPT PER SHARE DATA)

	TWELVE MONTHS E	
	PRO FORMA	ACTUAL
	-----	-----
	2001 (a)	2001
	-----	-----
BASIC LOSS PER SHARE:		
Net loss	\$ (126,588)	\$ (125,052)
Impact of unusual items, net of tax and minority interest (b)	21,072	21,072
	-----	-----
BASIC LOSS, EXCLUDING UNUSUAL ITEMS (b)	\$ (105,516)	\$ (103,980)
	=====	=====
Weighted average basic shares	374,101	374,101
	=====	=====
Basic loss per share before preferred dividend	\$ (.34)	\$ (.33)
	-----	-----
Basic loss per share before preferred dividend, ex. one-time items	\$ (.28)	\$ (.28)
	=====	=====

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=====		
CASH NET INCOME:		
Net loss	\$ (126,588)	\$ (125,052)
Impact of non-cash items, net of tax and minority interest	198,951	198,951
Minority Interest	211,471	211,471
	-----	-----
CASH NET INCOME	283,834	285,370
Impact of unusual items, net of tax and minority interest (b)	25,666	25,666
	-----	-----
CASH NET INCOME, EXCLUDING UNUSUAL ITEMS (b)	\$ 309,500	\$ 311,036
	=====	=====
Weighted average CNI shares	765,343	765,343
	=====	=====
Cash net income per share	\$ .37	\$ .37
	=====	=====
Cash net income per share, excluding unusual items (b)	\$ .40	\$ .41
	=====	=====

=====

RECONCILIATION OF BASIC AND CASH NET INCOME OUTSTANDING SHARES

Basic weighted average shares	374,101	374,101
Exchangeable LLC and Holdco shares	361,153	361,153
Treasury Method Stock Options	30,089	30,089
	-----	-----
	765,343	765,343
	=====	=====

- =====
- (a) Presented as if the Ticketmaster and TMCS merger had occurred as of the beginning of the period. The merger had no impact on EBITDA, but did impact minority interest. Also, 2000 includes the results of PRC and Styleclick for the entire period.
- (b) Excludes one time charges and non-operating gains.
- =====

USA PROVIDES REVISED BUDGET TO INVESTMENT COMMUNITY  
As filed with the Securities and Exchange Commission on January 29, 2002

Based on its strong fourth quarter results, additional information regarding the state of the travel and leisure markets, and to give pro forma effect for its pending contribution of USA Entertainment to a joint venture to be controlled by Vivendi Universal, USA Networks, Inc. ("USA" and to be renamed USA Interactive) has revised its 2002 budget and 2003 outlook from what it furnished to the SEC on October 24, 2001. The revised budget, which is presented in detail on the following pages, calls for EBITDA from Operating Businesses to increase by 34% in 2002 on 24% higher revenue.

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As filed with the Securities and Exchange Commission on January 29, 2002.

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USA NETWORKS, INC. (to be renamed USA Interactive)  
 REVISED BUDGET  
 (\$ IN MILLIONS EXCEPT PER SHARE AMOUNTS)

	PRO FORMA 2001	2002 REVISED BUDGET			
		Q1	Q2	Q3	Q4
REVENUE -- OPERATING BUSINESSES					
HSN - U.S.	\$ 1,550	\$ 422	\$ 418	\$ 441	\$
Ticketing	580	157	170	148	
Hotel Reservations	536	150	197	212	
Expedia	297	87	116	127	
Precision Response	299	69	78	88	
Match.com	49	18	22	23	
SUBTOTAL	3,311	903	1,000	1,039	1
REVENUE -- EMERGING BUSINESSES					
Citysearch and related	46	8	9	11	
HSN - other international (b)	319	87	95	99	
ECS / Styleclick	34	11	18	17	
Subtotal	400	106	123	126	
Foreign exchange conversion	(47)	(17)	(15)	(15)	
Disengaged HSN homes	109	0	0	0	
Intersegment elimination	(7)	(3)	(3)	(3)	
TOTAL REVENUE	\$ 3,766	\$ 989	\$ 1,105	\$ 1,147	\$ 1
EBITDA -- OPERATING BUSINESSES					
HSN - domestic	\$ 216	\$ 58	\$ 62	\$ 70	\$
Ticketing	106	32	39	27	
Hotel Reservations	81	18	28	29	
Expedia	61	16	23	27	
Precision Response	34	6	8	12	
Match.com	17	3	7	9	
Corporate and other	(31)	(9)	(9)	(9)	
SUBTOTAL	485	125	159	165	
EBITDA -- EMERGING BUSINESSES					
Citysearch and related	(43)	(10)	(9)	(8)	
HSN - other international (b)	(23)	(1)	2	2	
ECS / Styleclick	(54)	(8)	(4)	(3)	
Subtotal	(120)	(19)	(11)	(9)	
Non-recurring items	(19)	0	0	0	
Foreign exchange conversion	(1)	(1)	(1)	(1)	
Disengaged HSN homes	15	0	0	0	
TOTAL EBITDA	\$ 359	\$ 105	\$ 148	\$ 155	\$

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EARNINGS PER SHARE - ALL AMOUNTS ARE DILUTED

Basic	\$ 0.22	\$ --	\$ 0.06	\$ 0.07	\$
Cash net income	\$ 0.33	\$0.04	\$ 0.10	\$ 0.11	\$

GROWTH

	OUTLOOK 2003	'01 - '02	'02 - '03
REVENUE -- OPERATING BUSINESSES			
HSN - U.S.	\$ 2,070	19%	12%
Ticketing	680	7%	10%
Hotel Reservations	1,100	44%	42%
Expedia	560	51%	24%
Precision Response	416	12%	25%
Match.com	135	79%	54%
	-----	-----	-----
SUBTOTAL	4,961	24%	21%
REVENUE -- EMERGING BUSINESSES			
Citysearch and related	70	-13%	75%
HSN - other international (b)	491	27%	21%
ECS / Styleclick	117	120%	56%
	-----	-----	-----
Subtotal	678	30%	31%
Foreign exchange conversion	(72)		
Disengaged HSN homes	0		
Intersegment elimination	(10)		
	-----	-----	-----
TOTAL REVENUE	\$ 5,557	21%	22%
	=====	=====	=====
EBITDA -- OPERATING BUSINESSES			
HSN - domestic	\$ 350	32%	23%
Ticketing	145	18%	16%
Hotel Reservations	156	35%	42%
Expedia	120	50%	31%
Precision Response	61	19%	50%
Match.com	55	82%	83%
Corporate and other	(36)		
	-----	-----	-----
SUBTOTAL	851	34%	31%
EBITDA -- EMERGING BUSINESSES			
Citysearch and related	(13)		
HSN - other international (b)	24		
ECS / Styleclick	(6)		
	-----		
Subtotal	5		
Non-recurring items	0		
Foreign exchange conversion	(6)		
Disengaged HSN homes	0		
	-----	-----	-----
TOTAL EBITDA	\$ 850	69%	40%
	=====	=====	=====



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EARNINGS PER SHARE - ALL AMOUNTS ARE DILUTED

Basic	\$ 0.52
Cash net income	\$ 0.75

READ IMPORTANT FOOTNOTES AND DISCLAIMER

As filed with the Securities and Exchange Commission on January 29, 2002.

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USA NETWORKS, INC. (to be renamed USA Interactive)

REVISED BUDGET

(\$ IN MILLIONS EXCEPT PER SHARE AMOUNTS)

(\$ IN MILLIONS EXCEPT PER SHARE AMOUNTS)

	REVISED BUDGET 2002	OUTL 2002
	-----	-----
FREE CASH FLOW		
Total EBITDA	\$ 607	\$ 8
Capital expenditures	(135)	(1)
Taxes, including distributions to LLC partners	(264)	(2)
Cable distribution fees	(67)	(
Cash interest	93	1
HSN disengagement costs	(36)	(
Other, net (includes changes in working capital, investments, and other items)	(78)	(
	-----	-----
Total Free Cash Flow	\$ 120	\$ 3
	=====	=====

		PRO 2002
		-----
P&L		
Total EBITDA		\$
Depreciation and other		(
Amortization of intangibles and other non-cash charges		(
Disengagement costs		
Interest and other income / (expense)		--
Pre-tax net income / (loss)		
Income tax expense		
Minority interest benefit/ (expense)		--
Net income before preferred dividend		\$
Preferred dividend		\$
Net income available to common shareholders		\$

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Holdco Minority Interest

1.4% PIK dividend on \$1.75 billion preferred interest, net of tax

Amortization of intangibles and other non-cash charges , net of tax and minority interest

Cash net income

EPS

EPS - diluted

Cash EPS - diluted

Average weighted average diluted shares outstanding

Average cash net income shares outstanding

RECONCILIATION OF SHARES

Shares outstanding

Holdco exchangeable shares

Vivendi remaining shares

READ IMPORTANT FOOTNOTES AND DISCLAIMER

As filed with the Securities and Exchange Commission on January 29, 2002.

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USA NETWORKS, INC. (to be renamed USA Interactive)

REVISED BUDGET

(\$ IN MILLIONS EXCEPT PER SHARE AMOUNTS)

IMPORTANT DISCLOSURES / LEGEND AND FORWARD LOOKING STATEMENTS / FOOTNOTES

- (a) 2001 PRO FORMA INFORMATION PRESENTED IN ACCORDANCE WITH THE NEW ACCOUNTING RULES, WHEREBY GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE LIVES ARE NOT AMORTIZED. THE AMOUNT OF AMORTIZATION OF GOODWILL RECORDED IN 2001 WAS \$215 MILLION. NET INCOME ALSO EXCLUDES ONE-TIME ITEMS RELATED TO ONE-TIME RESTRUCTURING CHARGES, EMPLOYEE TERMINATIONS AND BENEFITS AND INVESTMENT WRITE-DOWNS.
- (b) ADJUSTED EPS IS COMPUTED EXCLUDING VIVENDI'S REMAINING 56.6 MILLION SHARES AS WELL AS THE PIK OF 1.4% EARNED ON THE \$1.75 BILLION PREFERRED SECURITY THAT RELATES TO THESE SHARES. THE PIK (\$24.5 MILLION PRE-TAX) HAS BEEN DEDUCTED FROM INCOME.
- (c) THE COMPANY INTENDS TO ISSUE COMMON STOCK FOR ALL REMAINING EXCHANGEABLE HOLDCO SHARES (33.2 MILLION) UPON COMPLETION OF THE VIVENDI TRANSACTION, THUS ELIMINATING THE LLC AND HOLDCO STRUCTURES FOR REPORTING PURPOSES. THE AMOUNTS DENOTED AS FULLY CONVERTED REPRESENT THIS STRUCTURE.

USA and Expedia have filed a joint prospectus/proxy statement and will file other relevant documents concerning USA's acquisition of Expedia with the Securities and Exchange Commission ("SEC"). INVESTORS ARE URGED TO READ THE JOINT PROSPECTUS/PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED IN THE FUTURE WITH THE SEC BECAUSE THOSE DOCUMENTS CONTAIN IMPORTANT INFORMATION. Investors will be able to obtain such documents free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, such documents may also be obtained free of charge by contacting USA Networks, Inc., 152 West 57th Street, New York, New York, 10019, Attention: Investor Relations, or Expedia, Inc., 13810 SE Eastgate Way, Suite 400, Bellevue, WA 98005, Attention: Investor Relations.

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USA has filed a preliminary proxy statement and will file other relevant documents concerning USA's contribution of its Entertainment Group to a joint venture with Vivendi Universal and certain related transactions with the Securities and Exchange Commission ("SEC"). INVESTORS ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED IN THE FUTURE WITH THE SEC BECAUSE THOSE DOCUMENTS CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION. Investors will be able to obtain such documents free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, such documents may also be obtained free of charge by contacting USA Networks, Inc., 152 West 57th Street, New York, New York, 10019, Attention: Investor Relations.

INVESTORS SHOULD READ THE PROXY STATEMENT CAREFULLY WHEN AVAILABLE BEFORE MAKING ANY VOTING OR INVESTMENT DECISION CONCERNING THE PROPOSED TRANSACTIONS.

USA and its directors and officers may be deemed to be participants in the solicitation of proxies from USA shareholders to adopt the agreement providing for USA's contribution of its Entertainment Group to a joint venture with Vivendi Universal and the other related transactions described therein. A detailed list of the names and interests of USA's directors and executive officers is contained in the definitive proxy statement on Schedule 14A filed by SUA with the SEC on April 9, 2001. Copies of USA filings may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov).

This revised budget contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are necessarily estimates reflecting the best judgment of the senior management of USA and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth herein and in the documents USA files with the Securities and Exchange Commission. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, without limitation: material adverse changes in economic conditions generally or in the markets served by USA, material changes in inflation, future regulatory and legislative actions affecting USA's operating areas, competition from others, product demand and market acceptance, the ability to protect proprietary information and technology or to obtain necessary licenses on commercially reasonable terms, the ability to expand into and successfully operate in foreign markets, and obtaining and retaining skilled workers and key executives. The words "estimate," "project," "intend," "expect," "believe" and similar expressions are intended to identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. USA does not undertake any obligation to update or revise these forward-looking statements, whether as a result of new information, future events or any other reason.

READ IMPORTANT FOOTNOTES AND DISCLAIMER

As filed with the Securities and Exchange Commission on January 29, 2002.

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USA NETWORKS, INC. (TO BE RENAMED USA INTERACTIVE)  
PRO FORMA SEGMENT RESULTS  
\$ IN MILLIONS; ROUNDING DIFFERENCES MAY EXIST. UNAUDITED.

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REVENUE	1999		2000			
	YE 12/31	Q1	Q2	Q3	Q4	YE 12/31
OPERATING BUSINESSES						
HSN - U.S.**	\$ 1,332.9	\$ 358.5	\$ 344.0	\$ 368.8	\$ 455.8	\$ 1,527.0
Ticketing	442.7	128.0	143.0	124.9	122.7	518.6
Hotel Reservations	161.8	55.3	78.1	94.6	100.0	328.0
Expedia (transaction pending)	73.0	33.2	37.0	42.1	44.4	156.7
Precision Response	215.9	69.6	70.2	70.2	72.1	282.1
Personals	9.0	6.9	7.5	7.6	7.2	29.2
SUB-TOTAL	2,235.4	651.4	679.7	708.2	802.2	2,841.5
EMERGING BUSINESSES						
Citysearch and related	27.3	10.1	12.8	14.0	14.0	50.8
HSN - international and other	175.7	69.6	60.8	67.2	83.4	281.0
ECS/Styleclick	55.4	12.5	10.1	12.5	13.4	48.5
SUB-TOTAL	258.4	92.2	83.6	93.6	110.9	380.3
Non-recurring items	6.9	--	--	--	--	--
Foreign exchange conversion	--	(7.9)	(6.7)	(8.9)	(11.8)	(35.3)
Disengaged HSN Homes**	--	0.0	0.0	0.0	6.2	6.2
Intersegment Elimination	--	--	--	--	--	--
TOTAL	\$ 2,500.7	\$ 735.8	\$ 756.6	\$ 792.9	\$ 907.5	\$ 3,192.8
USA ENTERTAINMENT						
USA Network	\$ 757.7	\$ 196.9	\$ 207.9	\$ 200.0	\$ 199.4	\$ 804.2
Sci-Fi Channel	198.5	62.4	70.7	64.1	77.8	274.9
Studios, net	348.6	119.6	110.5	71.0	144.9	446.0
Trio, NWI, Crime, other emerging	1.2	0.6	3.7	8.6	7.5	20.3
USA Films	82.1	30.3	20.8	14.5	20.5	86.1
SUB-TOTAL	1,387.9	409.8	413.5	358.1	450.1	1,631.5

REVENUE	2001				
	Q1	Q2	Q3	Q4	YE 12/31
OPERATING BUSINESSES					
HSN - U.S.**	\$ 385.4	\$ 381.8	\$ 396.4	\$ 495.3	\$ 1,549.9**
Ticketing	150.1	163.9	133.9	131.8	579.7
Hotel Reservations	105.3	138.3	151.2	141.7	536.5
Expedia (transaction pending)	57.2	78.5	79.5	81.8	296.9
Precision Response	80.7	75.6	72.6	69.8	298.7
Personals	8.5	10.7	12.5	17.6	49.2
SUB-TOTAL	787.2	848.8	846.1	937.8	3,310.9

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EMERGING BUSINESSES

Citysearch and related	12.4	12.4	11.1	10.3	46.1
HSN - international and other	83.4	87.7	66.1	82.2	319.4
ECS/Styleclick	8.6	7.8	5.4	12.4	34.2
	-----	-----	-----	-----	-----
SUB-TOTAL	104.4	107.9	82.6	104.9	399.8
	-----	-----	-----	-----	-----
Non-recurring items	--	--		0.0	0.0
Foreign exchange conversion	(13.7)	(13.8)	(9.1)	(10.2)	(46.9)
Disengaged HSN Homes**	0.0	0.0	0.0	0.0	109.0**
Intersegment Elimination	--	(2.6)	(2.3)	(2.2)	(7.1)
	-----	-----	-----	-----	-----
TOTAL	\$ 877.9	\$ 940.3	\$ 917.3	\$ 1,030.3	\$ 3,765.8
	=====	=====	=====	=====	=====

USA ENTERTAINMENT

USA Network	\$ 214.1	\$ 220.6	\$ 213.8	\$ 184.7	\$ 833.3
Sci-Fi Channel	69.3	70.0	63.1	71.4	273.9
Studios, net	151.5	152.5	121.1	100.9	526.0
Trio, NWI, Crime, other emerging	6.2	6.2	5.8	6.0	24.1
USA Films	51.0	62.6	16.0	37.5	167.0
	-----	-----	-----	-----	-----
SUB-TOTAL	492.1	511.8	419.8	400.5	1,824.3
	-----	-----	-----	-----	-----

THE FINANCIAL, STATISTICAL AND OTHER INFORMATION CONTAINED HEREIN IS UNAUDITED.

\*\* Quarterly HSN disengagement amounts will be pro forma'd fully beginning in 2002.

As filed with the Securities and Exchange Commission on January 29, 2002.

THESE REVENUE FIGURES ARE PRO FORMA FOR PENDING EXPEDIA AND VIVENDI TRANSACTIONS.

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USA NETWORKS, INC. (TO BE RENAMED USA INTERACTIVE)  
 PRO FORMA SEGMENT RESULTS  
 \$ IN MILLIONS; ROUNDING DIFFERENCES MAY EXIST. UNAUDITED.

EBITDA	1999		2000			
	YE 12/31	Q1	Q2	Q3	Q4	YE 12/31
	-----	--	--	--	--	-----

OPERATING BUSINESSES

HSN - U.S.**	\$ 214.7	\$ 49.4	\$ 52.6	\$ 53.9	\$ 73.8	\$ 229.6
Ticketing	93.3	27.4	31.6	16.7	24.4	100.0
Hotel Reservations	24.2	8.2	12.9	13.9	17.6	52.6

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Expedia (transaction pending)	(44.3)	(21.3)	(12.4)	(2.2)	(2.9)	(38.8)
Precision Response	30.4	9.5	11.9	12.2	11.0	44.6
Personals	(0.4)	0.9	1.7	2.3	1.4	6.3
Corporate and other	(36.1)	(9.6)	(6.8)	(7.5)	(6.0)	(29.9)
	-----	-----	-----	-----	-----	-----
SUB-TOTAL	281.7	64.4	91.4	89.3	119.4	364.5
EMERGING BUSINESSES						
Citysearch and related	(60.4)	(18.3)	(16.9)	(16.3)	(12.4)	(63.9)
HSN - international and other	11.8	7.2	2.3	1.2	4.1	14.7
ECS/Styleclick	(56.0)	(16.3)	(21.4)	(16.7)	(16.8)	(71.2)
	-----	-----	-----	-----	-----	-----
SUB-TOTAL	(104.6)	(27.4)	(36.1)	(31.8)	(25.1)	(120.4)
Non recurring items	--	6.3	(7.8)	--	(3.2)	(4.7)
Foreign exchange conversion	--	(1.0)	(0.6)	(0.9)	(1.5)	(3.9)
Disengaged HSN Homes**	--	0.0	0.0	0.0	0.9	0.9
	-----	-----	-----	-----	-----	-----
TOTAL	\$ 177.0	\$ 42.3	\$ 46.9	\$ 56.6	\$ 90.5	\$ 236.3
	=====	=====	=====	=====	=====	=====

USA ENTERTAINMENT

USA Network	\$ 312.1	\$ 97.2	\$ 105.3	\$ 87.2	\$ 105.6	\$ 395.2
Sci-Fi Channel	68.9	24.2	24.9	22.4	30.2	101.7
Studios, net	46.1	17.5	9.1	8.8	15.4	50.8
Trio, NWI, Crime, other emerging	(3.0)	(2.3)	(2.0)	(0.3)	(2.5)	(7.1)
USA Films	6.4	2.2	(2.3)	(5.8)	(0.6)	(6.6)
	-----	-----	-----	-----	-----	-----
TOTAL	430.5	138.8	134.9	112.3	148.0	534.0

EBITDA

2001

Q1 Q2 Q3 Q4 YE 12/31

OPERATING BUSINESSES

HSN - U.S.**	\$ 51.7	\$ 55.2	\$ 48.9	\$ 75.7	\$ 216.5**
Ticketing	30.2	35.5	19.0	21.5	106.2
Hotel Reservations	15.8	21.0	21.8	22.9	81.5
Expedia (transaction pending)	4.5	17.7	16.4	22.2	60.9
Precision Response	10.0	10.2	7.9	6.2	34.3
Personals	0.3	2.8	5.8	7.6	16.5
Corporate and other	(7.9)	(8.2)	(8.1)	(7.0)	(31.2)
	-----	-----	-----	-----	-----
SUB-TOTAL	104.7	134.3	111.7	149.0	484.7

EMERGING BUSINESSES

Citysearch and related	(11.8)	(11.0)	(10.8)	(9.9)	(43.4)
HSN - international and other	(0.8)	(1.6)	(12.4)	(7.7)	(22.6)
ECS/Styleclick	(16.9)	(14.5)	(14.4)	(7.8)	(53.6)
	-----	-----	-----	-----	-----
SUB-TOTAL	(29.4)	(27.1)	(37.6)	(25.4)	(119.6)
Non recurring items	--	(4.8)	(12.3)	(3.1)	(20.1)
Foreign exchange conversion	(0.9)	(1.0)	0.9	(0.2)	(1.2)

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Disengaged HSN Homes**	0.0	0.0	0.0	0.0	15.0**
	-----	-----	-----	-----	-----
TOTAL	\$ 74.3	\$ 101.5	\$ 62.7	\$ 120.3	\$ 358.8
	=====	=====	=====	=====	=====

USA ENTERTAINMENT

USA Network	\$ 112.2	\$ 119.3	\$ 113.7	\$ 84.9	\$ 430.1
Sci-Fi Channel	29.7	27.8	23.9	26.1	107.5
Studios, net	21.5	20.2	17.6	15.9	75.2
Trio, NWI, Crime, other emerging	(1.7)	(2.4)	(3.1)	(4.4)	(11.5)
USA Films	(1.0)	0.6	0.4	1.9	2.0
	-----	-----	-----	-----	-----
TOTAL	160.7	165.6	152.6	124.4	603.3

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 \*\* Quarterly HSN disengagement amounts will be pro forma'd fully beginning in 2002.

As filed with the Securities and Exchange Commission on January 29, 2002.

THESE EBITDA FIGURES ARE PRO FORMA FOR PENDING EXPEDIA AND VIVENDI TRANSACTIONS.

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USA NETWORKS, INC. (TO BE RENAMED USA INTERACTIVE)  
 PRO FORMA RESULTS OF OPERATIONS (AS REPORTED)  
 \$ IN MILLIONS; ROUNDING DIFFERENCES MAY EXIST. UNAUDITED.

P&L	1999			2000
	YE 12/31*	Q1*	Q2*	
	Date Reported:	02/01/01	04/25/01	07/25/01
Revenues, net		3,815.6	1,112.4	1,134.9
Operating costs and expenses:				
Costs related to revenues		2,301.7	665.6	676.3
Other costs and expenses		855.1	244.9	264.1
Amort. of non-cash distribution and marketing expense		0.0	1.6	1.3
Depreciation		119.2	36.5	44.6
Amortization of goodwill		374.0	108.0	110.5
Total operating costs		3,650.1	1,056.5	1,096.8
Operating income		165.4	55.9	38.0
Interest expense, net		(50.2)	(8.6)	(7.9)
Gain on disposition of television station		0.0	0.0	0.0
Gain on sale of securities		89.7	0.0	0.0
Other, net		(4.9)	(0.6)	(1.9)
		34.6	(9.2)	(9.8)

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Earnings before income taxes and minority interest	200.1	46.7	28.2	
Income tax expense	(83.9)	(30.3)	(29.6)	
Minority interest	(136.7)	(40.4)	(30.2)	
Loss before cumulative effect of accounting change	(20.5)	(23.9)	(31.6)	
Cumulative effect of accounting change, net of tax	0.0	0.0	0.0	
Net loss from continuing operations	(20.5)	(23.9)	(31.6)	
Weighted average diluted shares	352.6	361.9	363.6	
Weighted average fully converted shares	745.8	752.5	724.7	
Basic earnings per share	\$ (.06)	\$ .07	\$ (.09)	\$
Diluted earnings per share	\$ (.06)	\$ .07	\$ (.09)	\$
Fully converted earnings per share	\$ .12	\$ .01	\$ (.02)	\$
EBITDA	658.7	201.9	194.4	
Excluding one-time charges and non-operating gains: Basic and diluted earnings per share	\$ (.11)	\$ (.07)	\$ (.07)	\$
Cash net income earnings per share		\$ .11	\$ .17	\$
Fully converted earnings per share	\$ .05	\$ (.01)	\$ (.01)	\$
Fully converted cash net income earnings per share		\$ .09	\$ .11	\$
P&L			2001	
	Q1*	Q2*	Q3*	
Date Reported:	04/25/01	07/25/01	10/24/01	01
Revenues, net	1,315.7	1,371.4	1,256.3	1
Operating costs and expenses:				
Costs related to revenues	800.2	831.7	746.7	
Other costs and expenses	285.4	290.5	312.5	
Amort. of non-cash distribution and marketing expense	8.0	6.6	5.2	
Depreciation	48.7	57.6	51.2	
Amortization of goodwill	100.2	100.8	103.0	
Total operating costs	1,242.5	1,287.3	1,218.6	1
Operating income	73.2	84.2	37.7	



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Interest expense, net	(11.4)	(12.9)	(10.1)	
Gain on disposition of television station	0.0	0.0	0.0	
Gain on sale of securities	0.0	0.0	0.0	
Other, net	(6.5)	(13.7)	(12.9)	
	(17.9)	(26.6)	(23.1)	
Earnings before income taxes and minority interest	55.3	57.5	14.7	
Income tax expense	(25.5)	(22.8)	(21.9)	
Minority interest	(49.3)	(45.0)	(33.2)	
Loss before cumulative effect of accounting change	(19.5)	(10.3)	(40.4)	
Cumulative effect of accounting change, net of tax	(9.2)	0.0	0.0	
Net loss from continuing operations	(28.7)	(10.3)	(40.4)	
Weighted average diluted shares	370.2	373.8	376.4	
Weighted average fully converted shares	758.0	763.4	737.6	
Basic earnings per share	\$ (.05)	\$ (.03)	\$ (.11)	\$
Diluted earnings per share	\$ (.05)	\$ (.03)	\$ (.08)	
Fully converted earnings per share	\$ .02	\$ .03	\$ (.01)	
EBITDA	230.1	249.3	197.1	
Excluding one-time charges and non-operating gains: Basic and diluted earnings per share	\$ (.05)	\$ (.02)	\$ (.08)	\$
Cash net income earnings per share	\$ .16	\$ .20	\$ .13	\$
Fully converted earnings per share	\$ .02	\$ .04	(.01)	
Fully converted cash net income earnings per share	\$ .12	\$ .14	\$ .10	

\* AS REPORTED. MAY NOT AGREE WITH PROFORMA REVENUE AND EBITDA RESULTS ABOVE.

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As filed with the Securities and Exchange Commission on January 29, 2002.

THIS P&L DOES NOT GIVE AFFECT TO PENDING EXPEDIA AND VIVENDI TRANSACTIONS.

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	2000					Q1
	Q1	Q2	Q3	Q4	YE	
HSN-US						
Units shipped	8.5	8.1	8.6	10.0	35.2	8.
Gross profit %	34.9%	35.7%	35.8%	33.6%	34.9%	33.5
Return rate	20.6%	19.4%	19.8%	18.8%	19.6%	19.6
Product mix:						
Homegoods	49%	46%	48%	54%	50%	50
Jewelry	24%	27%	26%	24%	25%	25
Health / Beauty	13%	15%	12%	10%	12%	11
Apparel / Accessories	14%	12%	14%	12%	13%	14
HSN cable / DBS HH (end of period)	62.3	63.5	64.9	65.9	65.9	68.
HSN total HH (end of period)	75.5	76.7	76.2	77.1	77.1	80.
America's Store FTE's (end of period)	8.5	8.8	8.9	8.8	8.8	8.

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As filed with the Securities and Exchange Commission on January 29, 2002.

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USA NETWORKS, INC. (TO BE RENAMED USA INTERACTIVE)  
OPERATING METRICS  
IN MILLIONS EXCEPT REVENUE PER TICKET AND PERCENTAGES.

	1999	2000					Q1
	YE	Q1	Q2	Q3	Q4	YE	
TICKETMASTER							
Number of tickets sold (mm)	75.0	21.8	22.3	20.2	18.7	83.0	23.6
Gross value of tickets sold (mm)	\$2,781	\$ 812	\$ 881	\$ 782	\$ 782	\$3,256	\$ 937
Share of tickets sold online	13.4%	19.6%	25.5%	25.6%	27.9%	24.5%	29.5%
Revenue per ticket	\$ 5.25	\$5.44	\$5.89	\$5.67	\$5.87	\$ 5.71	\$5.96

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As filed with the Securities and Exchange Commission on January 29, 2002.

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USA NETWORKS, INC. (TO BE RENAMED USA INTERACTIVE)  
OPERATING METRICS

	1999	2000					
	YE	Q1	Q2	Q3	Q4	YE	Q1
HOTEL RESERVATIONS NETWORK							
Hotel room nights sold (thousands)	1,229	429	587	717	700	2,433	799
Affiliates (including TravelNow)		6,000	10,500	13,400	16,200	16,200	18,649
Properties	1,500	1,750	1,925	2,100	2,600	2,600	3,084
Cities served	40	49	60	83	97	97	135

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As filed with the Securities and Exchange Commission on January 29, 2002

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USA NETWORKS, INC. (TO BE RENAMED USA INTERACTIVE)  
OPERATING METRICS  
IN THOUSANDS

	CY 2000 (a)					
	Q1	Q2	Q3	Q4	Q1	
EXPEDIA (TRANSACTION PENDING)						
Total gross bookings (b)	\$401,000	\$450,000	\$467,000	\$475,000	\$674,000	\$80
Total transactions (c)	1,022	1,186	1,306	1,318	1,780	
Average monthly Media Metrix reach (d)	5,933	6,819	6,389	5,417	6,969	
Expedia.com conversion (e)	3.8%	4.1%	4.8%	6.0%	5.7%	
Expedia new purchasing customers (f)	355	447	464	504	671	
Expedia cumulative purchasing customers (g)	1,518	1,965	2,428	2,932	3,603	
Expedia quarterly unique purchasing customers (h)	540	670	741	790	1,007	

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- a Expedia's fiscal year end is June 30. Presented here as Calender Year Ended December 31.
- b Gross bookings represents the total value of travel booked through the Expedia, VacationSpot, and WWTE sites.
- c Transactions represents the number of reservations and purchases transacted through the Expedia and WWTE sites.
- d Average monthly Media Metrix reach represents the unduplicated reach for the Expedia and VacationSpot sites.
- e Conversion represents the monthly average Expedia.com unique monthly purchasers divided by the monthly average Media Metrix reach for the Expedia.com site.
- f Expedia new purchasing customers represents the number of new customers transacting through the Expedia sites in a quarter.
- g Expedia cumulative purchasing customers represents the cumulative number of customers that have ever transacted through the Expedia sites as of the end of a quarter.
- h Expedia quarterly unique purchasing customers represents the number of unique customers transacting through the Expedia sites over the course of a quarter.

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As filed with the Securities and Exchange Commission on January 29, 2002.

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### USA NETWORKS, INC. (TO BE RENAMED USA INTERACTIVE) OPERATING METRICS

#### OPERATING ESTIMATES (PRO FORMA FOR PENDING TRANSACTIONS) FOR THE NEXT TWELVE MONTHS (ROUNDED)

Primary consumer web sites	15
Average number of new customers added daily	30,000
Active / registered customers	17 million
Customer database	65 million
Customer inbound telephone minutes	1 billion
Customer inbound telephone calls	315 million
Orders processed	75 million
Credit card transactions	60 million
Items shipped	40 million
In-house merchants	200
Merchandise SKUs processed	60,000
Telephone operator positions	10,000
Ticketing outlets	3,430
Call centers	34
Fulfillment center square feet	2.5 million

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USA NETWORKS, INC. (TO BE RENAMED USA  
INTERACTIVE)

OPERATING METRICS

IN MILLIONS

CAPITALIZATION (pro forma for pending transactions)  
(AS OF 1/23/02)

Ticker (NASDAQ)	USAI
USAi Common Stock	307.5
USAi Class B	49.6
USAi Exchangeable Common Stock	31.6
USAi Exchangeable Class B	1.6
	-----
Total Shares Outstanding	390.3
Estimated dilutive options (treasury method)	25.0
	-----
Fully diluted shares	415.3
	=====
Outstanding equity cap	\$10.2 billion
Fully diluted equity cap	\$10.8 billion

EXCLUDES VIVENDI'S REMAINING 56.6 MILLION SHARES PRO FORMA THE PENDING TRANSACTION, AS THE COMPANY BELIEVES THESE SHARES SHOULD BE VIEWED AS TREASURY, ALTHOUGH THE AMOUNT OF SHARES TREATED AS TREASURY WILL BE LOWER AT STOCK PRICES GREATER THAN \$40.82, AS DISCUSSED IN USA'S 8-K FILING WITH THE SEC DATED DECEMBER 17, 2001.

-----  
BUSINESS MIX (pro forma for pending transaction)

Revenue sources (Q4 '01):	
Merchandise	55%
Online travel/hotel rooms	22%
Ticketing	13%
Teleservices / ECS	8%
Personals	2%

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Commerce	----- 100% =====
Interactive (online and TV) (% of total)	85%
International (% of total)	12%

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