# Lenders Presentation
April 9, 2008

# Safe Harbor Statement

Statements contained in this document regarding the consummation and potential timing and benefits of the pending acquisition are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities and Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, and are made under its safe-harbor provisions. Such forward-looking statements include risks and uncertainties; consequently, actual results may differ materially from those expressed or implied thereby. Factors that could cause actual results to differ materially include, but are not limited to: failure to satisfy any of the conditions to complete the acquisition, inability to successfully integrate the businesses and operations of Macrovision and Gemstar-TV Guide, failure to achieve anticipated benefits and cost savings, failure to obtain financing to complete the transaction, and the increased leverage of the combined business, as well as the risk factors relating to each business as disclosed in Macrovision's and Gemstar-TV Guide's respective filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. Except as required by law, Macrovision and Gemstar-TV Guide undertake no obligation to publicly release the results of any revision to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

# Additional Information

Macrovision Solutions Corporation has filed a Registration Statement on Form S-4 (Registration No. 333-148825) containing a joint proxy statement-prospectus regarding the proposed transaction and other documents regarding the proposed transaction with the Securities and Exchange Commission. INVESTORS AND STOCKHOLDERS ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT-PROSPECTUS AND SUCH OTHER MATERIALS BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANIES AND THE PROPOSED TRANSACTION. Investors and stockholders may obtain a free copy of the joint proxy statement-prospectus and other documents filed by Macrovision Solutions, Macrovision and Gemstar-TV Guide with the Securities and Exchange Commission at the Securities and Exchange Commission's Web site at http://www.sec.gov. Stockholders may also obtain a free copy of the joint proxy statement/prospectus and the filings with the Securities and Exchange Commission incorporated by reference in the joint proxy statement/prospectus, such as annual, quarterly and special reports, and other information, directly from Macrovision by directing a request to Macrovision Investor Relations at 408-969-5475 and directly from Gemstar-TV Guide by directing a request to Gemstar-TV Guide Investor Relations at 323-817-4600.

Each company's directors and executive officers and other persons may be deemed, under Securities and Exchange Commission rules, to be participants in the solicitation of proxies in connection with the proposed transaction. Information regarding Macrovision's directors and officers can be found in its Form 10-K/A filed with the Securities and Exchange Commission on February 29, 2008 and information regarding Gemstar-TV Guide's directors and officers can be found in its Form 10-K filed with the Securities and Exchange Commission on February 14, 2008. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests in the transaction, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the Securities and Exchange Commission when they become available.

# Introduction

## JPMorgan

# Transaction Overview

- **Total consideration of approximately $2.8 billion at time of announcement**
- **Cash/stock mix of 56% ($1.6 billion) cash / 44% ($1.2 billion) stock (tax-deferred basis)**
  - Each GMST share will convert based on cash/stock election to either
    - $6.35/share in cash or
    - 0.2548 shares of Newco for each GMST share (fixed exchange ratio)
      - In case of oversubscription, funds distributed pro rata
- **Pro forma ownership following close**
  - Macrovision (53%) / Gemstar-TV Guide (47%)
    - News Corporation (41% GMST holder), has agreed to vote in favor of transaction
- **Macrovision to raise $650 million in debt to finance the acquisition**
  - $500 million in Term Loan / $150 million in Senior Unsecured Notes
  - Pro forma for the acquisition and financing, Macrovision will have 4.3x leverage
- **Ratings:**
  - Corporate ratings: Ba3/B+ (Stable/Positive)
  - Senior secured ratings: Ba1/BB-

# Source & Uses and Pro Forma Capitalization

## Sources and Uses of Funds ($ in millions)

| | Amount | | Amount |
|---|---|---|---|
| Cash | $1,002 | Equity Purchase Price | $1,070 |
| Term Loan B | 500 | Cash Purchase Price | 1,547 |
| Senior Unsecured Notes | 150 | Pre-funded severance costs | 37 |
| Issued Equity | 1,070 | Fees and Expenses | 68 |
| **Total Sources** | **$2,722** | **Total Uses** | **$2,722** |

Note: Equity amounts are as of announcement date (12/6/07). As of 3/31/08, issued equity is $645mm and existing market value of equity is $746mm.

## Pro Forma Capitalization ($ in millions)

| | Amount | % of Cap | x Adj. EBITDA[1] |
|---|---|---|---|
| Cash | $282 | | |
| New Term Loan B | $500 | | |
| Capital Leases | 14 | | |
| **Total Sr. Secured Debt** | **$514** | **16.0%** | **2.5x** |
| New Senior Notes | 150 | | |
| Existing Senior Convertible Notes | 240 | | |
| **Total Debt** | **$904** | **28.1%** | **4.3x** |
| **Net Debt** | **622** | | **3.0x** |
| Issued Market Value of Equity | 1,070 | | |
| Existing Market Value of Equity | 1,238 | | |
| **Total Equity** | **$2,308** | **71.9%** | **11.0x** |
| **Total Capitalization** | **$3,212** | **100.0%** | **15.3x** |

[1] 2007 Adjusted EBITDA of $209mm

## Capitalization Highlights

- **Over $280 million of cash on balance sheet at closing**
- **Total leverage of 4.3x (2007 Adjusted EBITDA) represents only 28% of the pro forma capital structure**
- **Strong public market valuation of 15.3x as of announcement date**



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# Executive Summary

## Fred Amoroso, CEO, Macrovision

# Macrovision Solutions Overview

## Macrovision Solutions Corporation

PF Revenue (FY 2007): $607 million
PF Adjusted EBITDA (FY 2007): $209 million[1]

### Technology Solutions

**PF Revenue (FY 2007): $421 million**
**PF Segment Operating Profit (FY 2007): $231 million[2]**

- **Leading portfolio of IP to:**
  - Protect content
  - Distribute media content across different networks
  - Enhance end user experience
- **Major Customers** include Disney, Paramount, NBC, Comcast, AOL, Samsung, Motorola
- **Revenue Model:** Licensing fees and per-unit royalties
- **Demand Drivers:** Digital Home, Broadband IPTV

### Media Networks

**PF Revenue (FY 2007): $186 million**
**PF Segment Operating Profit (FY 2007): $45 million[2]**

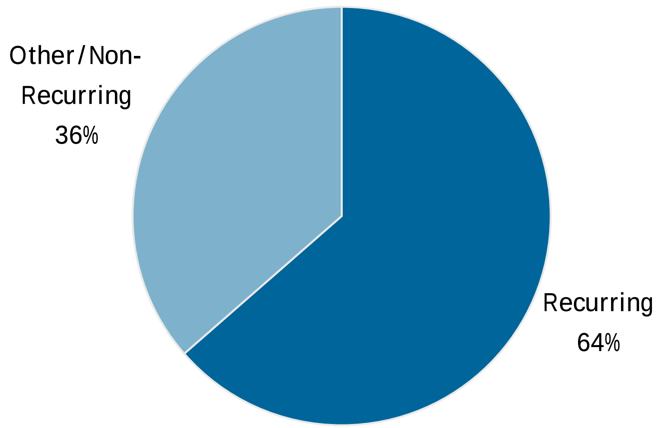
- **Leading television networks**
  - **TV Guide Network –** scrolling programming information and entertainment news
  - **TVG** – live horseracing and wagering
- **Wide Distribution:** TV Guide Network in approx. 83mm homes, TVG in approx. 46mm homes; Major Advertisers: Kraft, Geico, Procter & Gamble, Unilever
- **Revenue Model:** Advertising, affiliate fees, transaction and service fees
- **Demand Drivers:** Programming acceptance and more states allowing horserace betting

[1] Adjusted EBITDA includes Corporate/Unallocated Costs but excludes equity-based compensation, restructuring and asset impairment charges and includes add-backs of one-time deal related expenses and estimated synergies

[2] Segment Operating Profit does not include allocations of Corporate/Unallocated Costs

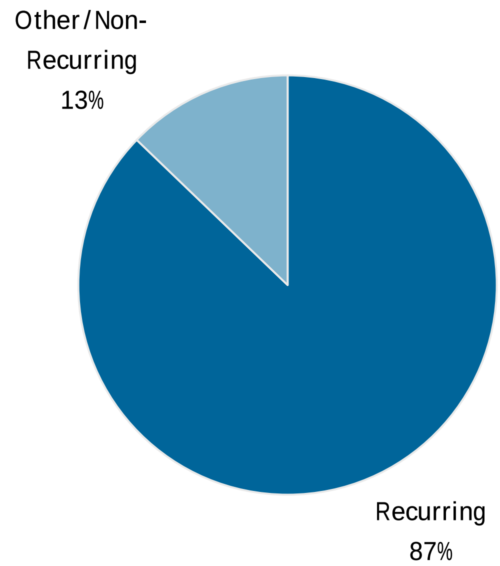
# Macrovision Solutions Recurring Revenue Model

**2007 PF Revenue**




**Pro Forma Revenue: $607 million**

**2007 PF Segment Operating Profit[1]**




**Pro Forma Segment Operating Profit[1]: $276 million**

[1] Segment Operating Profit does not include allocations of Corporate/Unallocated Costs or add-backs of one-time deal related expenses and estimated synergies

# Strategic Rationale

- **One of the largest and most profitable digital media IP licensing & technology solution providers**
  - Leadership position in IP and metadata
  - Core skills in security, distribution, guidance and enhancement
- **Unique opportunity for independent provider to become leading enabler of digital home entertainment**
  - Content owners seeking to maintain control over content, protect investments, increase ROI
  - Service providers must innovate to reduce churn amid convergence
  - Consumer electronics challenged by global competition; seeking third party software solutions
- **Well positioned to capture opportunities across the evolving digital content value chain**
  - Distribution of digital media requires many of our security technologies
  - Connected digital media devices require many of our enhancement technologies
    - Able to positively impact value chain at both ends of connection
- **Combined customer footprint extends across value chain**
  - Device OEMs, cable/satellite/mobile operators, online portals and studios
    - Critical mass necessary to effect change across value chain
- **Transaction yields meaningful synergies and a compelling financial model**
  - For FY07, the Company generated pro forma Revenue and Adjusted EBITDA of $607 million and $209 million, respectively



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# Executive Management Team

## Key management

| Name | Year joined | Years of experience | Experience |
|---|---|---|---|
| **Fred Amoroso**<br>President & CEO<br>*(Macrovision)* | 2005 | 35 | ◆ Advisor, Warburg Pincus<br>◆ President, CEO & Vice Chairman, Meta Group<br>◆ President & CEO, CrossWorlds Software<br>◆ Management positions at IBM<br>◆ Partner, PricewaterhouseCoopers |
| **James Budge**<br>Chief Financial Officer<br>*(Macrovision)* | 2005 | 20 | ◆ CFO, Trados, Inc.<br>◆ CFO, Sendmail, Inc.<br>◆ CFO, CrossWorlds Software<br>◆ Controller, Arbor Software<br>◆ Various positions at PricewaterhouseCoopers |
| **Thomas Carson**<br>Executive Vice President, Market Segments<br>*(Gemstar-TV Guide)* | 2006 | 25 | ◆ EVP of Program Office, Thomson Corporation<br>◆ EVP of Global Sales and Marketing, Thomson Corporation |
| **Corey Ferengul**<br>Executive Vice President, Marketing<br>*(Macrovision)* | 2006 | 15 | ◆ EVP of Marketing and Product Strategy, Infogix<br>◆ SVP of Enterprise System Management, The Meta Group<br>◆ Director of Product Integration, PLATINUM Technologies |
| **Steve Shannon**<br>Executive Vice President, Product Planning and Cross Platform Technologies<br>*(Gemstar-TV Guide)* | 2006 | 20 | ◆ EVP of Sales and Marketing, Akimbo Systems<br>◆ VP of Marketing and Sales, ReplayTV<br>◆ Director of Internet Authoring, Macromedia |

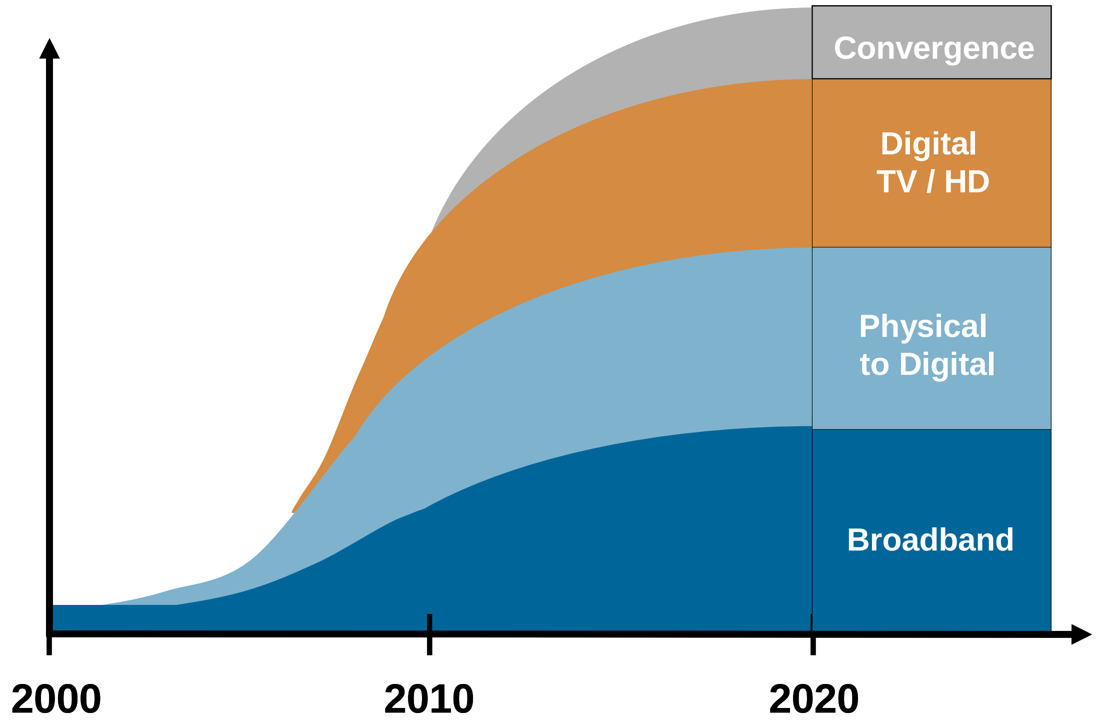
# Key Investment Highlights

- **Compelling strategic rationale by combining two key players with complementary solutions**
- **Defensible and stable operating performance bolstered by large and highly profitable digital media IP licensing & technology businesses**
- **IP patent portfolio with long remaining life, demonstrated strong defensibility and extensibility**
- **Highly recurring revenue stream with approximately 64% of revenue and 87% of segment operating profit governed by long term contracts or royalty fees**
- **High switching costs given Macrovision is sole provider or licensor**
- **Uniquely positioned to address the growth opportunity presented by the digitization of the content value chain**
- **Attractive financial profile, high operating margins and low capex, leading to planned rapid deleveraging through free cash flow generation**
- **Broad technology reach and customer footprint**
- **Proven management track record**

# Industry Overview

## Fred Amoroso, CEO, Macrovision

# Market Transformation



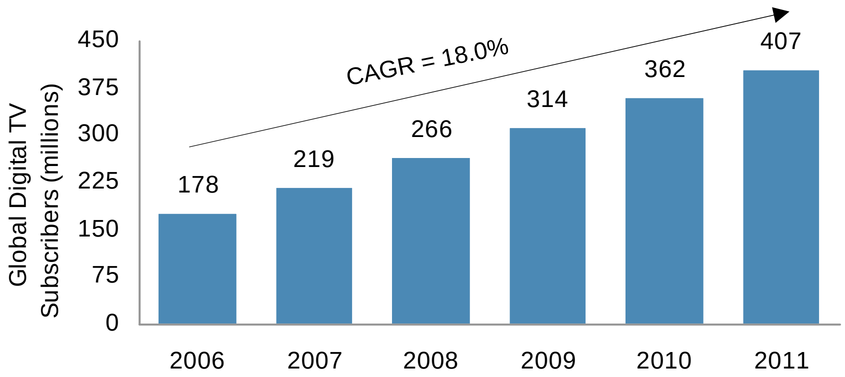

- **89 million DTVs by 2011, a 12.1% annual compound increase[1]**
- **Online movie revenues will reach $1.8 billion by 2011[2]**
- **Americans viewed more than 10 billion online video streams in December 2007[3]**

[1] U&S Industry Research & Estimates
[2] Diffusion Group, Jan 2007
[3] Comscore

**The digital home is undergoing one of the the largest transformations since the introduction of the TV**

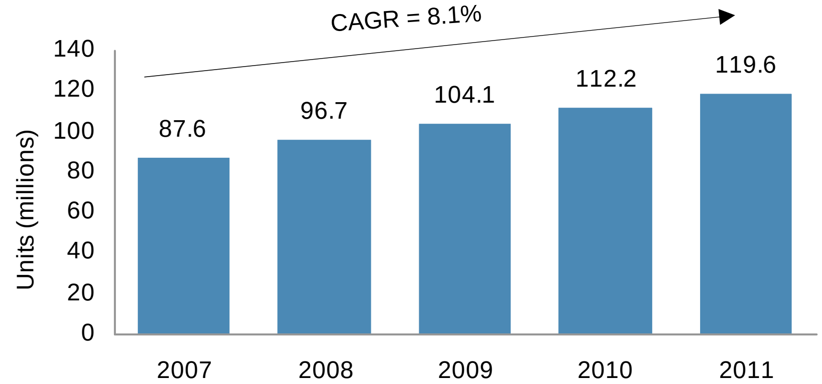
# Growing Demand for Digital Products and Services

## Global Digital TV Subscribers




Source: Yankee Group Research, July 2007

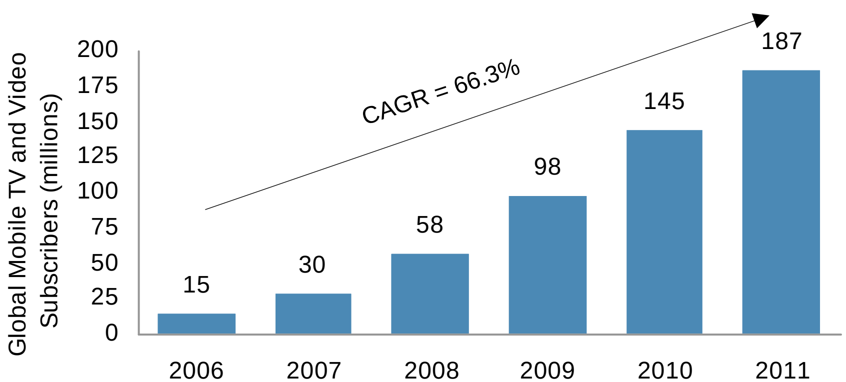
## Global CE Shipments[1]




Source: CEA, Consumer Electronics Daily, Screen Digest, GfK, JEITA, Datamonitor, iSuppli, Wall Street research

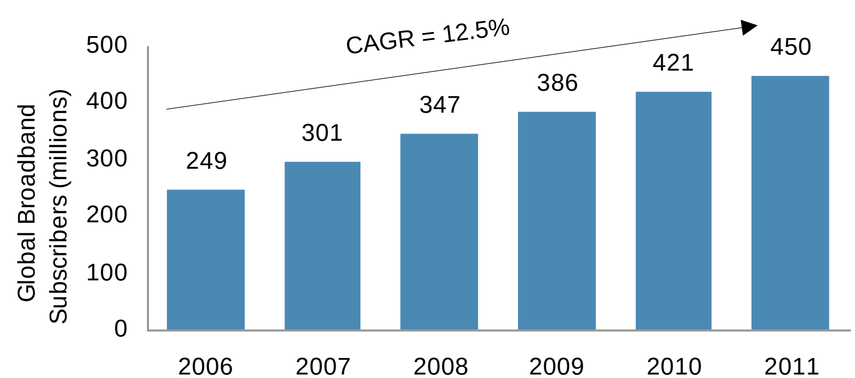
[1] Includes TVs (excluding CRT) and digital recorders

## Global Mobile Video Subscribers




Source: iSuppli, Q2, 2007

## Global Broadband Subscribers




Source: Yankee Group Research, July 2007

# Technology Solutions Market Segment Overview – Guidance

## Market Segment Description

- Technologies and services related to Interactive Program Guides, on-screen listings of television programming and video on demand information with interactive functions that enable viewers to navigate, sort, select and schedule television programming for viewing and recording

Drivers:

- Requirement from users to have guidance for their television viewing
- Digital Migration
- Digital television and Digital Video recorder sales

## Addressable Market Segment

- US and Canada CE: 34 million TVs in 2007
- US and Canada C&S: 75 million digital TV Households in 2007
- EU C&S: 41 million digital TV Households in 2007
- EU CE: 17 million TVs and recorders in 2007
- Japan CE: 11 million TVs and recorders in 2007

## Competitive Landscape

- Primary: In-house development
- Secondary: NDS, an EMEA-based protection vendor with its own IPG
- Macrovision believes that virtually any competitive product would require a Macrovision IP license (due to Macrovision's extensive patent portfolio). Captures over 25% of guidance solutions with substantial upside

## Key Themes

- Interactive television guidance technology is quickly becoming a must-have tool for television viewers bombarded with an increasing amount of available content, an increasing number of digital cable and satellite television channels and VOD services
- IPGs will be the entry point for consumers to discover a range of new services and content that will be available on television screens, including broadcast television, IPTV, VOD and other services

Source: Company filings, Wall Street research, management estimates

# Technology Solutions Market Segment Overview – Content Protection

## Market Segment Description

- Distribution of packaged and digital entertainment is a larger part of the movie industry than box office receipts. However, as technology facilitates digital downloads and copying, motion picture studios, music labels, cable television program and distributors all require analog and digital protection of their intellectual property

**Drivers:**

- Increase in digital distribution channels (e.g., downloads)
- Emerging HD media format

## Addressable Market Segment

- Content owners lose billions of dollars every year to casual copying and professional or bootleg piracy
- Approximately 1.8 billion CE devices (DVD/DVRs, mobile, and other) growing at approximately 10% per year
- 11.7 million Blu-ray players shipped in 2007

## Competitive Landscape

- ACP: Dwight Cavendish
- RipGuard: ARccOS
- BD+: None
- Macrovision estimates that for protected content, its solutions are in over 90% of devices and protect over 50% of the content

## Key Themes

- Content and copyright owners are vulnerable to unauthorized use of their content driven by:
  - Inexpensive, easy to use in-home copying devices
  - Expansion of high-bandwidth Internet infrastructure
  - Industry shift to digital media
  - Proliferation of PC-based entertainment platforms, Internet downloads and peer-to-peer file sharing networks

Source: Company filings, Wall Street research, CEA, management estimates

# Technology Solutions Market Segment Overview – Metadata & Media Recognition

## Market Segment Description

- Every time a user enjoys their digital content, they need data about that content, including name, artists, reviews, and related content. The market challenge is that the users can enjoy content on many devices or web properties, as well as may want to purchase that content and need to view the data

**Drivers:**

- Users are increasing their purchases of new devices and on line entertainment services, all of which require data to describe the media users are accessing

## Addressable Market Segment

- 40+ million worldwide MP3 players sold annually
- 18+ million MP3 players shipped in 2007; 25% annual growth rate

## Competitive Landscape

- Tribune Media Services
- Gracenote
- Muze
- Macrovision estimates that for metadata and media recognition, its solutions address a substantial portion of the market segment

## Key Themes

- It is prohibitively expensive and time-consuming for a web portal, music jukebox or other entertainment website to create a database of over 11 million song tracks, 500,000 cover images, 74,000+ celebrity and band biographies, 300,000+ films, 250,000+ album or video reviews and 1 million TV series episodes on their own, therefore they must outsource access to this data
    - Additionally the media is not labeled today for recognition, therefore additional capability is required to identify the media and then associate the proper metadata

Source: Company filings, Wall Street research, management estimates

# Technology Solutions Market Segment Overview – Connected Platform & Services

## Market Segment Description

- Standards-based core technologies, solutions and services that allow hardware manufacturers to media enable their solutions as well as provide protection to video content played on the devices

Drivers:

- Consumers demanding media enabled capability within new devices such as digital TVs and set top boxes
- Emergence of Broadband IPTV removing need for Cable operator – direct to TV interfacing

## Addressable Market Segment

- 126 million STBs shipped in 2007 – 12% CAGR through 2011
- 150-170 million TVs sold in 2007
- DTVs now growing at 26% CAGR through 2011
- 6 million network attached storage units shipped in 2007
- Approximately 1.8 billion CE devices (DVD/DVRs, mobile, and other) growing at approximately 10% per year

## Competitive Landscape

- Primary: In-house development
- Secondary: Digeon, Wave Systems
- Macrovision estimates that for connected platform & services, its solutions account for over 20% of the small but growing market segment

## Key Themes

- Media enabled devices are demanded by customers and are complex to implement in a standards based approach
- CE manufacturers must ensure content played back on their devices is protected to the levels desired by the content producer

Source: Company filings, Wall Street research, management estimates

# Technology Solutions Market Segment Overview – Online Networks

## Market Segment Description

- Online entertainment content, listings, search and community, with a focus on television and professionally-created online video content
- Expanding market through syndication of the listings grid and other products and services to cable & satellite operators, wireless operators, newspapers, general content websites

Drivers:

- Consumers are increasingly looking to the Internet as a source of content delivery and discovery

## Addressable Market Segment

- $8.5 billion online display advertising market

## Competitive Landscape

- Online Networks competes with general entertainment websites for visitors and ad spend
- Primary: TV-related entertainment websites, including AOL TV, Yahoo! TV, MSN TV, TV.com and Zap2it.com
- Secondary: Other general entertainment sites (e.g., IMDB, eonline.com, people.com) and broadband content search sites (e.g., blinkx, Google, YouTube)

## Key Themes

- Proliferation of online and offline content is creating a growing consumer need for high-quality guidance and data to personalize relevant choices and facilitate discovery of new programming
- Online Networks serves as a key incubator for successfully testing and launching cross-platform products and services

Source: Company filings, Wall Street research, management estimates

# Company Overview

Fred Amoroso, CEO, Macrovision

# Company Highlights

- **Poised for opportunities across evolving digital media value chain**
  - Leading IP licensing technology provider
    - Approximately 450 U.S. and 1,900 international patents at closing
    - Proprietary databases of music, movies, TV and games metadata
      - Gemstar-TV Guide – 1 million TV series episodes, 190,000 movies
      - Macrovision – 11 million song tracks, 1 million albums, 500,000 cover images
  - Core technologies include protection, distribution and enhancement
    - Industry standard technologies include BD+, ACP
    - Leadership position in IPG's
    - DLNA standards-based connected platform
  - Customer footprint extends across the content value chain
    - Movie studios, system operators, Internet content distributors, device manufacturers
- **Compelling financial model**
  - High revenue visibility
    - Predominantly royalty-based, recurring revenue streams with approximately 64% of revenue governed by long term contracts or royalty based
      - Driven by growth in shipments of media & devices
  - Significant leverage in operating model
    - Low variable costs
  - Diversified market, customers and technology footprint



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# Company Focus

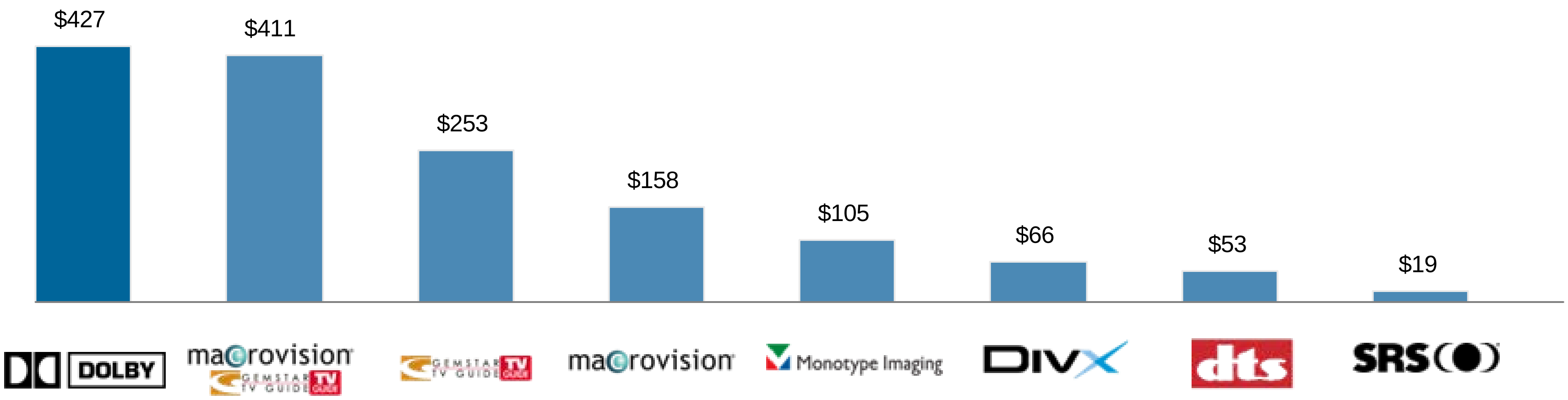
**Empowering customers to enable consumers to enjoy digital media on their terms**

- Content owners seeking to securely distribute media amid shift from analog to digital
- Service providers seeking to reduce churn through enhanced services
- Device manufacturers seeking independent third party solutions

**Discover, acquire, manage and enjoy digital content across platforms and channels**

# A Combination of Macrovision and Gemstar Will Produce a Scaled Digital Media IP Licensing Company

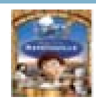
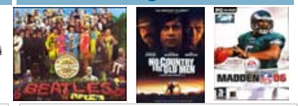
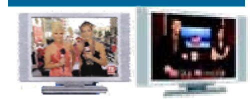
**LTM IP Licensing Revenue ($ in millions)**




Source: Company filings
Note: MVSN, GMST and combined company pro forma for Transaction and continuing operations from IP Licensing; GMST standalone pro forma to exclude Publishing and Media business; all figures represent IP licensing revenues only

- ☑ **Scaled revenue**
- ☑ **Enhanced margin profile**
- ☑ **Accelerated growth profile**
- ☑ **Broader technology reach and customer footprint**
- ☑ **Platform for continued strategic acquisitions**

# Macrovision's Solutions

| | Technology Solutions[1] | | | | | Media Networks[2] | Combined[1] |
|---|---|---|---|---|---|---|---|
| | Guidance | Content Protection | Metadata & Media Recognition | Connected Platform & Services | Online Networks | | |
| ($mm) |  |  MOTOROLA |  |  |  |  | |
| **2007 Revenue** | $231 | $141 | $19 | $1 | $13 | $186 | $607 |
| **2007 Contr. to Operating Profit** | $142 | $126 | $1 | ($7) | ($6) | $45 | $276 |
| **Products** | ◆ Interactive program guide (IPG)<br>◆ VCR+ | ◆ BD+<br>◆ ACP<br>◆ Ripguard DVD | ◆ Data Solutions/Services<br>◆ LASSO<br>◆ Tapestry | ◆ Connected Platform | ◆ Flagship property: tvguide.com | ◆ TV Guide Network<br>◆ TVG | |
| **Major Customers** | BSkyB, Comcast, Cox, DirecTV, JVC, Panasonic, Sony, Time Warner | Disney, Fox, Paramount, Warner,<br>Motorola, Scientific-Atlanta, Samsung, HP, Pace | Yahoo, AOL, Electronic Arts, Vivendi | Sony, Samsung, Philips, Buffalo, Dell, Scientific-Atlanta | Kraft, Mastercard Starbucks, Walgreens | Philip Morris, Geico, Proctor & Gamble, Unilever | |
| **Revenue Model** | Long-term contracts comprised of patent licensing fee & per-unit royalties | Annual licensing fee & per unit royalties | Monthly subscription fees & per unit royalties | Initial license fee & per unit royalties | Advertising and referral fees | Advertising and affiliate fees<br>Transaction and licensing fees | |
| **Demand Drivers** | ◆ Digital TV subscribers<br>◆ Mobile Video Subscribers<br>◆ CE Shipments | ◆ Increase in digital distribution channels<br>◆ Blu-ray media format | ◆ Use of connected devices<br>◆ Use of online entertainment services | ◆ Emergence of Broadband IPTV<br>◆ Growth of connected devices | ◆ Unique users<br>◆ CPM | ◆ Programming Acceptance<br>◆ More states allowing horserace betting | |

[1] Technology Solutions also includes revenue and Contribution to Operating Income associated with other Technology Solutions such as RightAccess which is not broken out separately above. Therefore the segment numbers shown above will not equal the combined numbers

[2] Exploring strategic alternatives for Media Networks businesses

# Technology Solutions Business Overview

## Pro Forma Business Overview

- Provides solutions for consumer electronics manufacturers, system operators, web properties, content producers and end consumers
- Solutions are backed by an IP portfolio comprised of over 2,000 patents
- Customers: Nearly all major studios, CE Device Manufacturers, online retailer and content providers and US cable, satellite and telecommunications operators
- Employees: 986 at December 31, 2007
- Acquisitions: eMeta (2006), Aptiv (2007) BD+ (2007), All Media Guide (2007), Mediabolic (2007)
- Approximately 92% of Technology Solutions revenue is recurring

## Pro Forma Financial Summary ($ in millions)

| | CY06 | CY07 |
|---|---|---|
| Revenue | $330 | $421 |
| *Y-o-Y growth* | *na* | *28%* |
| Contribution to Operating Profit | $149 | $231 |
| *Contr. to Operating Profit margin* | *45%* | *55%* |

## Business Lines

BD+

IPG Patent Licensing

LASSO

ACP DVD

RipGuard

IPG Products and Services

DATA PROVIDED BY AMG All Media Guide

ACP PPV/Other

ACP

TV Guide Data Solutions

tapestry

Connected Platform

## Customer Overview

- **Consumer electronics manufacturers**
- **System operators**
  - Includes cable, satellite and telecommunications providers
- **Content producers**
  - Movie studios and DVD publishers
- **Web properties**
  - Includes online retailers / eTailers, online content providers, such as music or video services and portals

# Technology Solutions Business Overview – Guidance

## Pro Forma Business Snapshot

- **Provides patent licensing and technologies to third party guide developers in the online, personal computer and mobile businesses and offers its own Company-developed IPG products and services**
- **Customers: MVSPs and CEs**
- **Acquisitions: Aptiv (2007)**
- **Top 5 customers in aggregate represent approximately 48% of 2007 revenue**
- **2007 Revenue = $231mm**
- **2007 Contribution to Operating Profit = $142mm**

## Key Customers

Comcast, JVC, Pioneer, SKY ITALIA, COX Communications, Mitsubishi Electric, Samsung, Sony, DirecTV, Motorola, Panasonic, Scientific Atlanta, TimeWarner, EchoStar, Philips, Sharp

## Solutions Overview

| | |
|---|---|
| **IPG Patent Licensing** | Licenses to third parties, such as cable and satellite providers, CE manufacturers, set-top box manufacturers, interactive television software providers and program guide providers in the online, personal computers and mobile phone businesses, to develop their own guides |
| **IPG Products and Services** | Interactive on-screen program that displays program listings and enables viewers to quickly and easily navigate, sort, select and schedule television programming for viewing and recording, all with simple remote control commands |

# Technology Solutions Business Overview – Content Protection

## Pro Forma Business Snapshot

- Leading provider of protection technology for video content with key patents covering analog and digital copy protection
- Customers: Over 100 MPAA and Independent studios and nearly all major consumer electronic manufacturers
- Acquisitions: BD+ (2007)
- Top 5 customers in aggregate represent approximately 29% of 2007 revenue
- 2007 Revenue = $141mm
- 2007 Contribution to Operating Profit = $126mm

## Key Customers

Disney, Paramount, Toshiba, 20th Century Fox, HBO, Lions Gate Films, Sonic, Hitachi Inspire the Next, Mitsubishi, Philips, Warner Home Video, Panasonic, Sony

## Solutions Overview

**BD+**

- BD+ is a key element of Blu-ray's content security platform
- Allows new Blu-ray titles to carry unique security codes which addresses emerging threats, thus providing content producers the ability to respond to security breaches without impacting legitimate consumers

**RipGuard**

- RipGuard protects against most DeCSS ripping procedures, making it impractical for all but the most determined to violate their license agreement

**ACP**

- ACP prevents or distorts copies made over an analog connection between a source player and recoding device all while invisible to the user
- Sold to hardware manufacturers and content producers such as Hollywood studios. It is embedded into content and on devices

# Technology Solutions Business Overview – Metadata & Media Recognition

## Pro Forma Business Snapshot

- **Leading provider of entertainment metadata describing television (programming and listing times), music, movies and games. Covering basic data, network information, rich media (e.g., cover art), reviews, awards and relationships between media (e.g., artist also in this band). Supported by recognition and playlisting technology.**
- **Acquisitions: All Media Guide (2007)**
- **Top 5 customers in aggregate represent approximately 17% of 2007 revenue**
- **2007 Revenue = $19mm**
- **2007 Contribution to Operating Profit = $1mm**

## Key Customers

## Solutions Overview

- Entertainment metadata covering 50 years of television, music, movies and games. Cataloging over 13M pieces of content. Including reviews, rich media and relationships between media

- Media recognition technology to embed in a CE device or online media service. Recognizes content based on either a table of contents look up or media fingerprint

- Automated playlisting solution allowing users to create playlists based on over 40 criteria. Can identify a song and create “playlists like” or select specific criteria and create a playlist of songs that meet the profile

# Technology Solutions Business Overview – Connected Platform & Services

## Pro Forma Business Snapshot

- **Providing standards based core technologies, solutions and services that allow hardware manufacturers to media enable their solutions as well as provide protection to video content played on the devices. Conforms to DLNA and UPnP standards and is a reference platform for DLNA**
- **Acquisitions: Mediabolic (2007)**
- **2007 Segment Revenue and Operating Profit not yet significant**

## Solutions Overview

**Connected Platform**

- Enables consumer entertainment devices to discover, store and playback personal and internet based digital content via the home network or internet.
- Extensive integration work done with silicon providers to ensure compatibility
- Embedded within each consumer device and interfacing with any DLNA compliant device

## Key Customers

- SAMSUNG
- Scientific Atlanta
- BUFFALO
- opentv
- SHARP
- Polaroid

## Key Partners & Standards

- dlna
- BROADCOM
- SIGMA
- UPnP
- STMicroelectronics
- AMD Smarter Choice
- NXP

# Technology Solutions Business Overview – Online Networks

## Pro Forma Business Snapshot

- Online Networks consists of 5 leading websites in the TV and Entertainment category. The flagship property, tvguide.com, provides breaking entertainment news, comprehensive entertainment search, television and movie listings, and community discussion
- Customers: Entertainment and conventional advertisers
- Acquisitions: jumptheshark.com (2006), fansofrealitytv.com (2006), tv-now.com (2006), and tvshowsondvd.com (2007)
- Top 5 customers in aggregate represent approximately 53% of 2007 revenue
- 2007 Revenue = $13mm
- 2007 Contribution to Operating Profit = ($6mm)

## Key Customers

## Product Overview

| | |
|---|---|
| **Listings** | • #1 site in online listings usage<br>• Next-generation listings grid with comprehensive entertainment metadata |
| **Editorial / Community** | • Breaking news and unique mini-sites<br>• Over 35 dedicated contributing writers, including industry insiders such as Michael Ausiello and Matt Roush<br>• Editor blogs and user-generated community content |
| **Syndication** | • Syndication of listings grid to over 100 online partners<br>• New services will provide syndication of TV Guide content and other applications |
| **Search** | • Web's most comprehensive and accurate entertainment search product with hyperlinked results<br>• Content is organized to create the ultimate fan page |
| **New Products** | • The Online Video Guide (OVG) extends core search and guidance capabilities to professionally-created online video content<br>• New cross-platform oriented products launched or in development include: Remote Record, Smart Recommendations, and Personalization |

# Media Networks Overview

## Pro Forma Business Overview

- **Television entertainment network for viewers seeking the latest information on programs, stars and trends on television; also provides a horse racing channel where viewers have an opportunity to wager**
- **Customers: MSO's and Advertisers**
- **Employees: 492 at December 31, 2007**
- **Top 5 customers in aggregate represent approximately 26% of 2007 revenue**

## Pro Forma Financial Summary ($ in millions)

| | CY06 | CY07 |
|---|---|---|
| Revenue | $187 | $186 |
| *Y-o-Y growth* | *na* | *0%* |
| Segment Operating Profit | $49 | $45 |
| *Segment Operating Profit margin* | *26%* | *24%* |

## Business Lines

- The premiere television entertainment network for viewers seeking the latest information on the best programs, hottest stars and latest trends on television
- One of the fastest growing networks in the video-on-demand (VOD) market
- Online video service that provides a mix of original, on-demand content and the best of programming from TV Guide Network

- Horse racing channel that combines live horse racing from many of the premier horse racetracks in the U.S. and other countries and provides viewers with the opportunity to wager via its advanced deposit wagering ("ADW") platform

## Key Customers and Partners

# Backed by Strong Patent Portfolio

- Combined Company's patent portfolio will include more than 2,300 issued patents and nearly 1,500 pending applications worldwide
  - Generally, the portfolio includes coverage that is directed to the display of and interaction with, television program schedule information and key features and functionality provided in connection with that information; and video copy protection and home networking
- The Combined Company's patent portfolio has a long remaining life and has demonstrated strong defensibility
  - Over 50% of Combined Company's currently issued patents expire after 2015, with some patents extending out to 2022
  - Combined Company's total patent portfolio should remain stable as new patents, including "child" patents of the existing ones, replace those that expire prior to 2022
- Combined Company's guidance patents generally do not require the guidance to be provided on a specific platform to fall within the scope of the claims – they are generally "platform agnostic" and applicable to video guidance provided on STBs, TVs, DVRs, PCs, mobile phones, etc.



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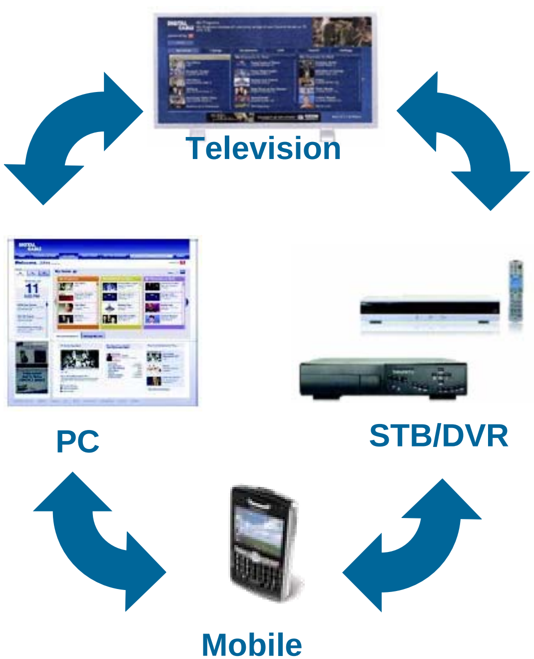
# Attractive Growth Opportunities

## Connected Cross Platform

- **Integrated and connected cross platform solutions for guidance and media interaction**




## Connected Services

- **My TV Guide Services**
  - Advertising, recommendations, personalization, measurement, etc.
- **Growing advertising opportunity**
- **Device registration**
- **Partners**


## International

- **Growing EMEA patent portfolio**
- **Growth in new devices and digital adoption internationally**

## Data Services

- **Expand emerging TV Data licensing business**
- **Integrate data across multiple media types**

# Synergies/Integration

Fred Amoroso, CEO, Macrovision

# Cost Synergies Summary

($ in thousands)

| | End-State Synergy | Day 1 | Day 90 | Day 180 | Day 270 |
|---|---|---|---|---|---|
| **Synergies** | | | | | |
| Headcount | 30,627 | 19,043 | 27,056 | 28,628 | 30,627 |
| Duplicate Legal Costs | 5,525 | - | 5,525 | 5,525 | 5,525 |
| Dual Public Company Costs & Insurance | 3,843 | 2,745 | 3,092 | 3,092 | 3,843 |
| Facilities & Infrastructure | 1,910 | - | - | - | 1,910 |
| IT Infrastructure Reduction | 1,446 | - | - | 1,446 | 1,446 |
| Other | 2,649 | 1,899 | 2,649 | 2,649 | 2,649 |
| **Total Synergies** | **46,000** | **23,687** | **38,322** | **41,339** | **46,000** |
| *% of Total* | *100%* | *51%* | *83%* | *90%* | *100%* |
| **Total One-time Transaction Related Costs** | **7,400** | **7,400** | **7,400** | **7,400** | **7,400** |
| **Total Synergies and One-time Transaction Related Costs** | **53,400** | **31,087** | **45,722** | **48,739** | **53,400** |

Source: Macrovision integration plan
Note: Synergies held flat for 2008 onward

# Additional Synergies

- **Synergies are a conservative estimate and do not include additional synergies as listed below:**

| | |
|---|---|
| Marketing | $8mm |
| Additional headcount and duplicative systems post integration | $5mm |
| **Total** | **$13mm** |

# Integration Planning – Overview

- **Align organization:**
  - Vertical market-focused sales and marketing organizations
  - Integrated R&D with focus on product integration to create high value solutions
  - Build professional services organization
  - Redundancy savings
- **Establish cost savings**
- **Explore strategic alternatives for non-strategic assets**

- **Build / Integrate:**
  - Create integrated CE offering, including
    - Integrate IPG and Connected Platform
    - Next-generation IPG
    - Data services
  - Integrate data services
  - After-market services (e.g., remote management, photo, advertising, personalization)

**Integration Highlights**

- Cost savings/synergies have been identified down to individual names and specific budget items
- Senior management has invested considerable time in developing strategic plan (sales, marketing, etc.) for core assets; non-core assets have not been given as much focus
- Senior management has significant experience in both integrating acquisitions and divesting businesses as evidenced by the successful integrations of Mediabolic, AMG and BD+ as well as the divestitures of the Software Business Unit and Games business. Amoroso also served as CEO of Crossworlds during its acquisition by IBM and Budge served as CFO of Trados during its acquisition by SDL, CFO of Crossworlds during its acquisition by IBM and as controller of Arbor during its merger with Hyperion

# Integration Planning – Timeline

- **Between signing and close of deal**
  - Due diligence for integration and synergies
    - People, product / technologies, contracts, customers
  - Prepare strategic alternative review for affected units:
    - Publishing, TVG, TV Guide Network
  - Prepare integration plan for core units:
    - Guidance Technology, AMG, Embedded Solutions
  - Prepare G&A rationalization plan:
    - Consolidate redundant functions and determine location changes
    - Rationalize upper management ranks
    - Rationalization plan for systems
  - Prepare plan to recompose Board of Directors

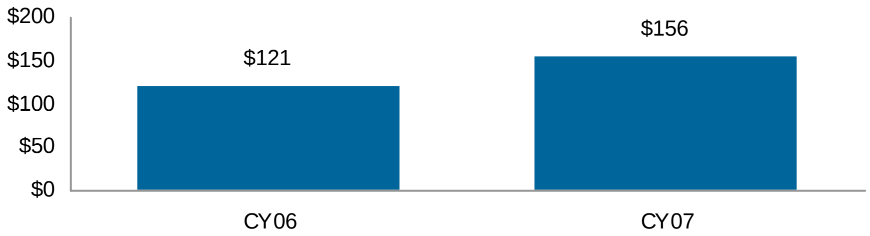
- **After close of deal**
  - Reach out to customers
  - Execute strategic alternative plans
  - Execute cost reduction plans
  - Implement upper management changes
  - Begin engineering work on product integrations

# Financial Overview

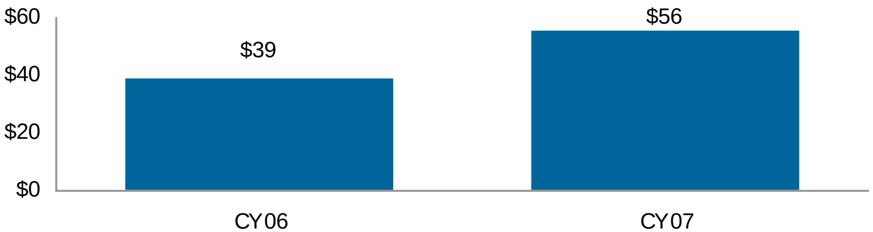
## James Budge, CFO, Macrovision

# Macrovision Standalone Historical Financials

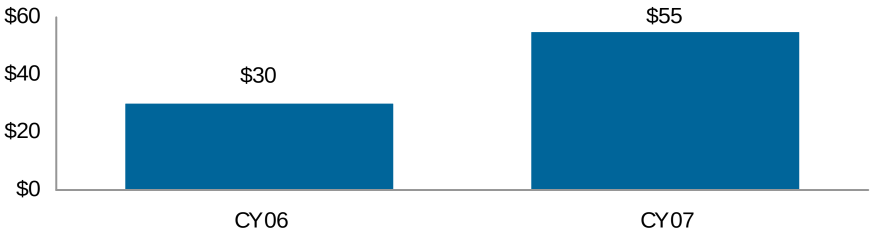
## Revenue ($ in millions)




## EBITDA ($ in millions)




## EBITDA less Capex ($ in millions)




## Management Discussion & Analysis

- **Revenue**
  - Revenues for 2007 increased by $34 million or 28% compared to 2006 primarily due to the increase in revenue from CE devices, partially offset by the decline in revenue from Studios. The increases in revenue from CE devices were primarily due to the proliferation of digital set top boxes and other CE devices using our technology, and the inclusion of Mediabolic since January 1, 2007
- **EBITDA**
  - EBITDA for 2007 increased by $17 million or 43% due to revenue increase as described above partially offset by increases in G&A expenses ($5mm) primarily due to legal costs for enforcement of intellectual property rights, restructuring charges in 2007 ($5mm), increased sales and marketing expense ($3mm) due to increased commissions commensurate with increase in revenue, and amortization of intangibles from acquisitions ($3mm)
- **EBITDA less Capex**
  - EBITDA less Capex for 2007 increased by $25 million or 89%. EBITDA less Capex increased by more than EBITDA due to lower capital expenditures on IT infrastructure

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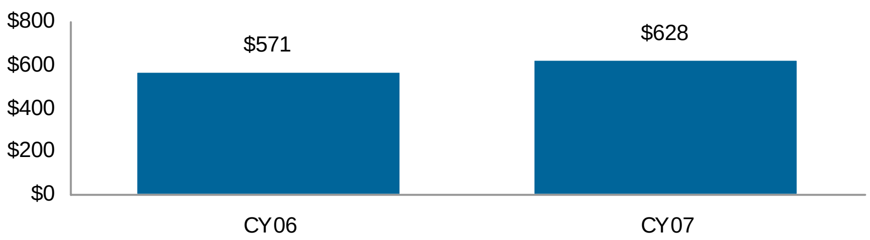
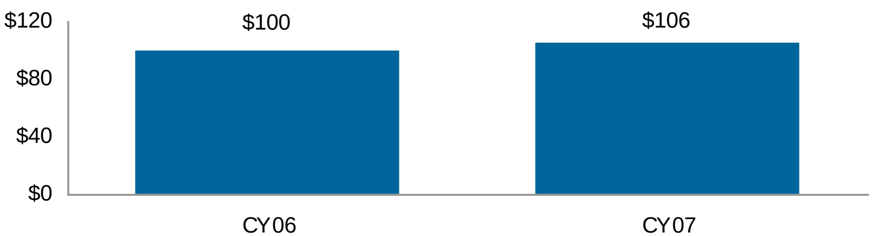
# Gemstar Standalone Historical Financials

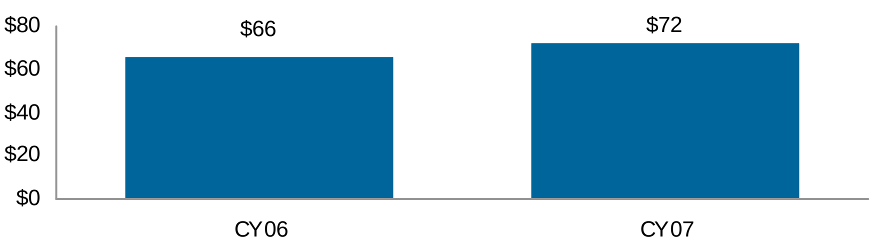
## Revenue ($ in millions)




## EBITDA ($ in millions)




## EBITDA less Capex ($ in millions)




## Management Discussion & Analysis

- **Revenue**
  - Revenue increased $57 million, or 10%, compared to the same period in 2006. The increase in revenues was driven by a $49 million increase in IPG Patent Licensing revenue and a $18 million increase in IPG Products and Services revenue, partially offset by a $7 million decline in VCR Plus+ revenue.
- **EBITDA**
  - EBITDA for 2007 increased by $6 million or 6% primarily due to the revenue increase as described above partially offset by the fact that legal expense went up as the year ended December 31, 2006 included the reversal of $27 million more in accrued liabilities due to the resolution of legal matters. Other expense increases include increases in marketing ($20mm), and an increase in product development and technology expenses ($6mm). Normalizing for the legal accrual reversal, EBITDA would have increased by $33 million, or 33%, in 2007.
- **EBITDA less Capex**
  - EBITDA less Capex for 2007 increased by $6 million or 9%. EBITDA less Capex increased commensurate with EBITDA. As noted above, EBITDA less Capex would have increased by $33 million in 2007 after normalizing for the legal resolutions.

# Reconciliation of GAAP Income from Continuing Operations to EBITDA

| ($ in millions) | Macrovision | | | | Gemstar-TV Guide | | | |
|---|---|---|---|---|---|---|---|---|
| | 2006 | | 2007 | | 2006 | | 2007 | |
| **GAAP Income from continuing operations, net of tax** | **$** | **29** | **$** | **44** | **$** | **72** | **$** | **173** |
| Income tax expense (benefit) | | 9 | | 15 | | 22 | | (84) |
| Interest (income) expense and other, net | | (9) | | (16) | | (27) | | (23) |
| Depreciation and amortization | | 7 | | 7 | | 18 | | 23 |
| Amortization of intangibles from acquisitions | | 3 | | 5 | | 15 | | 17 |
| **EBITDA** | **$** | **39** | **$** | **56** | **$** | **100** | **$** | **106** |
| Capital Expenditures | | 9 | | 1 | | 34 | | 34 |
| **EBITDA less CapEx** | **$** | **30** | **$** | **55** | **$** | **66** | **$** | **72** |

Macrovision and Gemstar-TV Guide provide non-GAAP financial information to assist investors in assessing their respective current and future operations in the way that Macrovision's and Gemstar-TV Guide's management teams evaluate those operations. EBITDA is a supplemental measure of Macrovision's and Gemstar-TV Guide's performance that is not required by, and is not presented in accordance with, GAAP. EBITDA does not substitute for any performance measure derived in accordance with GAAP and may be different from non-GAAP measures used by other companies. Macrovision believes that this non-GAAP information provides useful information to investors by excluding the effects of amortization of intangibles from acquisitions, depreciation and amortization, interest (income) expense and other, net, and income tax expense (benefit) that are required to be recorded under GAAP, but that Macrovision believes are not indicative of Macrovision's core operating results. In accordance with Regulation G, a presentation of the most directly comparable GAAP measures is contained on this slide.

This information should be read in the context of the Company's and Gemstar-TV Guide's financial statements contained in their respective Form 10-K/A and Form 10-K, each for the fiscal year ended December 31, 2007.



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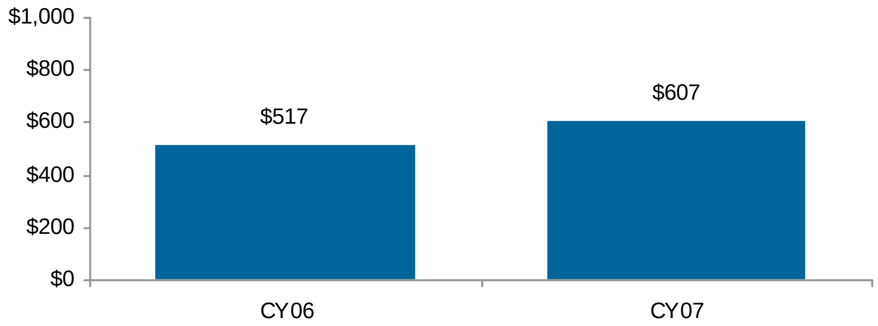
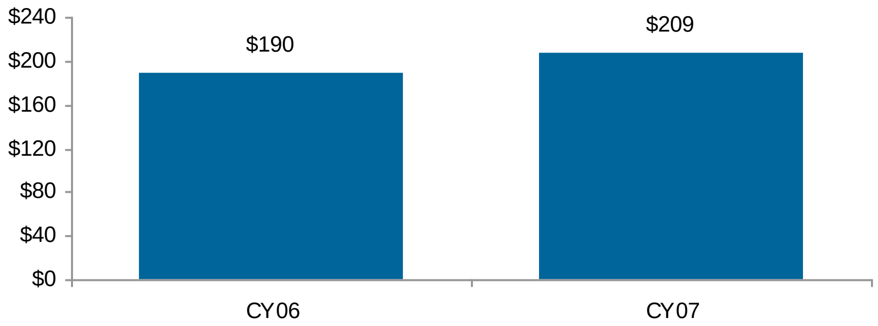
# Pro Forma Historical Financials

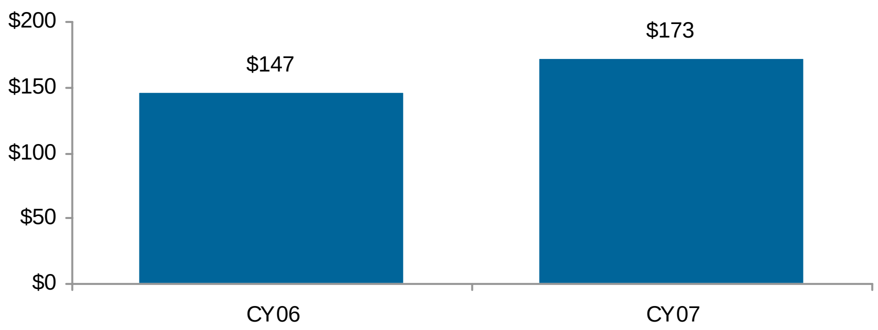
## Pro Forma Revenue ($ in millions)




## Pro Forma Adjusted EBITDA ($ in millions)

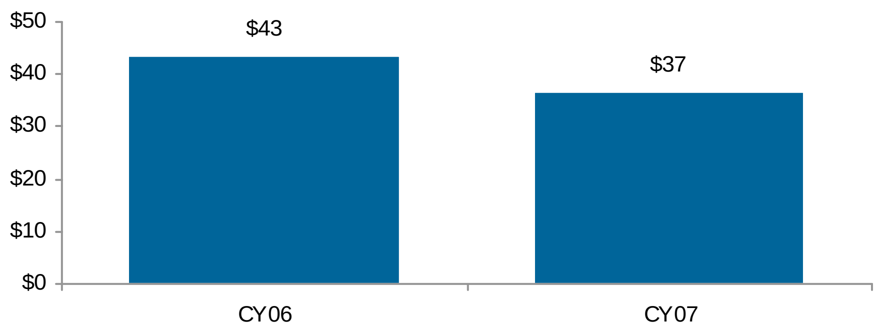



## Pro Forma Adjusted EBITDA less Capex ($ in millions)



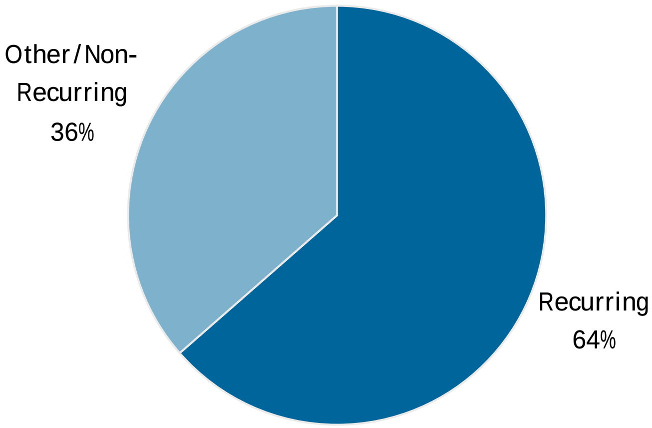

| (EBITDA less Capex)/EBITDA | 77% | 83% |
|---|---|---|

## Pro Forma Capex ($ in millions)

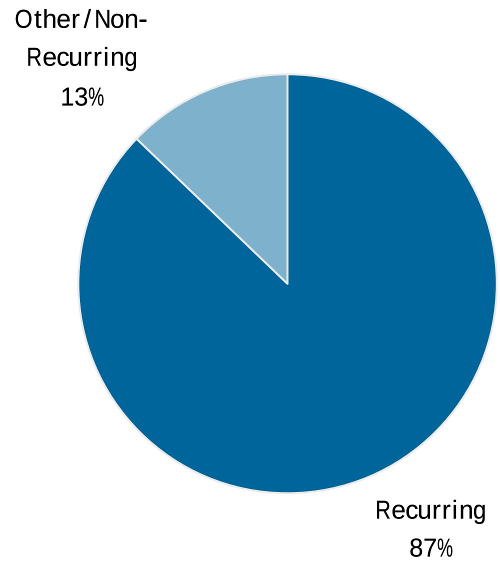


# Macrovision Solutions Recurring Revenue Model

| 2007 PF Revenue | 2007 PF Segment Operating Profit[1] |
|---|---|




**Revenue: $607 million**




**Segment Operating Profit[1]: $276 million**

Recurring revenue consists primarily of:

- **Contracted revenue - governed by long term (6-10 year) contracts**
  - Guidance intellectual property and product licensing
- **Standards-based revenue – incorporated into industry standards such as DVD**
  - Content protection technologies (ACP, BD+)

Other/Non-Recurring revenue consists primarily of:

- **Advertising revenue**

[1] Segment Operating Profit does not include allocations of Corporate/Unallocated Costs or add-backs of one-time deal related expenses and estimated synergies

# EBITDA and Adjusted EBITDA reconciliation

## Reconciliation from Income (loss) from continuing operations to EBITDA ($ thousands)

| | Macrovision Corporation Historical | | | Macrovision Solutions Corporation Pro forma | |
|---|---|---|---|---|---|
| | Year ended December 31, | | | | |
| | 2005 | 2006 | 2007 | 2006[a] | 2007 |
| Income (loss) from continuing operations, net of taxes | $15,592 | $28,773 | $44,132 | ($47,856) | ($22,849) |
| Income tax expense (benefit) | 17,723 | 9,337 | 14,637 | (18,289) | (36,653) |
| Interest (income) expense and other, net | (5,465) | (9,192) | (15,597) | 65,918 | 69,830 |
| Depreciation and amortization | 5,375 | 7,481 | 7,492 | 20,335 | 26,185 |
| Amortization of intangibles from acquisitions | 1,435 | 2,658 | 5,363 | 108,594 | 107,002 |
| **EBITDA** | **$34,660** | **$39,057** | **$56,027** | **$128,702** | **$143,515** |

(a) Macrovision Solutions Corporation 2006 EBITDA on a pro forma basis includes $15.2 million of equity-based compensation expense

## Reconciliation from EBITDA to Adjusted EBITDA ($ thousands)

| | Pro forma Macrovision Solutions Corporation Year ended December 31, 2007 |
|---|---|
| EBITDA | $143,515 |
| Restructuring and impairment charges | 9,546 |
| Equity-based compensation | 13,618 |
| Non-recurring accrued expense reversal | (10,700) |
| Deal related expenses | 7,400 |
| **Estimated synergies** | |
| Compensation expense | 30,627 |
| Duplicate legal costs | 5,525 |
| Duplicate public company and insurance costs | 3,843 |
| Facilities closures | 1,910 |
| IT infrastructure reduction | 1,446 |
| Other | 2,649 |
| **Adjusted EBITDA** | **$209,379** |



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# Facilities Overview

## JPMorgan

 

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# Pro Forma Organizational Structure

Former Gemstar Stockholders

Former Macrovision Stockholders

**Macrovision Solutions Corporation**

New $500 million Senior Secured Credit Facility
New $150 million Senior Unsecured Notes

$240 million Convertible Notes (Not Guaranteed)

Guarantor subsidiaries account for approximately 69% of EBITDA and 90% of assets

Gemstar Foreign Subsidiaries (Non-Guarantors)

Gemstar U.S. Subsidiaries[1]

Macrovision U.S. Subsidiaries[1]

Macrovision Foreign Subsidiaries (Non-Guarantors)

[1] Only the existing and future U.S. subsidiaries of the Company that guarantee our senior secured credit facility will guarantee the notes offered hereby. These subsidiary guarantors will not guarantee the existing convertible notes

# Term Loan Facility

## Summary

| | |
|---|---|
| **Borrower:** | Macrovision Solutions Corporation |
| **Type:** | Term Loan B |
| **Amount:** | $500 million |
| **Tenor:** | 5 years, or 6 months prior to the final maturity of the existing converts if total leverage is greater than 2.5x and if more than $50mm of the existing converts are outstanding |
| **Incremental Facility:** | $75 million (subject to pro forma compliance with a leverage test 0.5x inside the max leverage ratio covenant and MFN) |
| **Amortization:** | 1% per annum, bullet at maturity |
| **Security:** | First priority lien on all tangible and intangible assets, including IP, IP license agreements, contracts and real-estate, and stock of the Borrower, its direct and indirect domestic subsidiaries and 66% of the stock of first tier foreign subsidiaries |
| **Guarantors:** | Upstream guarantees from the Company’s domestic and foreign IP subsidiaries |
| **Call Protection:** | 101 (soft-call) for 1-year |
| **Mandatory Prepayments:** | Usual and customary including:<br>■ 75% excess cash flow when leverage >= 3.5x; 50% when 3.5x > leverage >= 2.75x; 25% when 2.75x > leverage >= 2.0x and 0% when leverage < 2.0x<br>■ 100% asset sale proceeds or other dispositions<br>■ 100% debt issuance |
| **Negative Covenants:** | Usual and customary for transactions of this type |

**Financial Covenants:**

| Maximum Total Leverage Ratio | |
|---|---|
| 7/1/08 – 9/30/08 | 4.50x |
| 10/1/08 – 3/31/09 | 4.25x |
| 4/1/09 – 6/30/09 | 3.75x |
| 7/1/09 – 9/30/09 | 3.50x |
| 10/1/09 – 12/31/09 | 3.25x |
| 1/1/10 – 3/31/10 | 2.75x |
| 4/1/10 – 6/30/10 | 2.50x |
| 7/1/10 and thereafter | 2.25x |

| Fixed Charge Coverage Ratio | |
|---|---|
| 7/1/08 – 3/31/10 | 1.3x |
| 4/1/10 – 9/30/10 | 1.4x |
| 10/1/10 and thereafter | 1.5x |

# Summary Transaction Timetable

- **April 9th: Lenders' meeting**
- **April 23rd: Commitments due**
- **April 29th: Shareholder meeting**
- **May 2nd: Close and fund**

# Q&A