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BLOCKBUSTER INC
Form 11-K
June 28, 2002

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549-1004

FORM 11-K

(Mark One)
/ X / Annual Report Pursuant to Section 15(d) of the Securities Exchange Act
of 1934

For the year ended December 31, 2001

OR

/ / Transition Report Pursuant to Section 15(d) of the Securities Exchange
Act of 1934

For the transition period from _____ to _____

Commission File Number 001-15153

BLOCKBUSTER INVESTMENT PLAN

(Full title of the plan)

BLOCKBUSTER INC.

(Name of issuer of the securities held pursuant to the plan)

1201 Elm Street
Dallas, Texas, 75270

(Address of principal executive offices)

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BLOCKBUSTER INVESTMENT PLAN
FINANCIAL STATEMENTS

DECEMBER 31, 2001

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	Schedules

Supplemental Schedules:	
Schedule of assets (held at end of year) at December 31, 2001	I
Schedule of reportable transactions for the year ended December 31, 2001	II
All other schedules are omitted as not applicable or not required.	
(b) Exhibit:	
I - Consent of Independent Accountants	

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the persons who administer the Plan have duly caused this annual report to be signed on its behalf by the undersigned, hereunto duly authorized.

BLOCKBUSTER INVESTMENT PLAN

Date: June 28, 2002

By: /s/ John Jacobs

John Jacobs

Member of the Retirement Committee

REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and
Administrator of the
Blockbuster Investment Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Blockbuster Investment Plan (the "Plan") at December 31, 2001 and 2000 and the changes in net assets available for benefits for the year ended December 31, 2001 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these

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statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held at end of year at December 31, 2001, and reportable transactions for the year ended December 31, 2001, are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP
 Dallas, Texas
 June 24, 2002

BLOCKBUSTER INVESTMENT PLAN
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
Assets:	2001	2000
-----	-----	-----
Investments, at fair value:		
Registered investment companies	\$ 26,080,888	\$
Collective investment trusts	5,879,007	
Viacom Inc. Class A Common Stock	95,265	
Viacom Inc. Class B Common Stock	16,307,059	
Blockbuster Inc. Class A Common Stock	9,010,698	
Loans to participants	2,815,931	
Preferred Stock	541	
Investments, at contract value:		
Plan's interest in Master Trust	--	
	-----	-----
Total investments	60,189,389	
	-----	-----
Cash and cash equivalents	1,314	
Receivables:		
Investment income	9,692	

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Contributions:	
Employee	274,691
Employer	142,331

Total assets	60,617,417
Liabilities:	

Plan expenses payable	1,976

Net assets available for benefits	\$ 60,615,441
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The accompanying notes are an integral part of these financial statements.

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BLOCKBUSTER INVESTMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31, 2001

Additions to net assets attributed to:	
Contributions:	
Employee	\$ 7,996,505
Employer	3,876,925
Rollovers, net	480,356
Investment income	1,085,832
Plan's interest in Master Trust investment income ...	133,515

Total additions	13,573,133

Deductions to net assets attributed to:	
Participants' benefits paid	(6,306,843)
Plan expenses	(34,365)
Net depreciation in fair value of investments	(1,987,468)

Total deductions	(8,328,676)

Net increase	5,244,457
Net assets available for benefits, beginning of period ..	55,370,984

Net assets available for benefits, end of period	\$ 60,615,441
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The accompanying notes are an integral part of these financial statements.

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BLOCKBUSTER INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - PLAN DESCRIPTION

The following is a brief description of the Blockbuster Investment Plan (the "Plan") and is provided for general information only. Participants should refer to the Plan document for more complete information regarding the Plan.

The Plan is a defined contribution 401(k) plan, which was adopted on February 8, 1999 and became effective on May 1, 1999. The Plan is offered on a voluntary basis to all eligible full-time and part-time employees of Blockbuster Inc. (the "Company" or "Blockbuster") and its participating subsidiaries. The Company is a majority owned subsidiary of Viacom Inc. ("Viacom").

Eligibility

Full-time employees are generally eligible to participate in the Plan on the first day of the month in which they have both (i) reached age 21 and (ii) completed one year of eligibility service. Eligibility service is generally based on the number of days for which a full-time employee is given service credit. Part-time employees are generally eligible to participate in the Plan on the first day of the month following the month in which they have both (i) reached age 21 and (ii) completed one year of eligibility service, with eligibility service generally being defined as a consecutive 12-month period in which a part-time employee works at least 1,000 hours. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and is administered by a committee (the "Retirement Committee") appointed by the Board of Directors of the Company. Although the Company anticipates that the Plan will continue indefinitely, it reserves the right to amend the Plan at any time through action of the Retirement Committee and to terminate the Plan at any time through action of its Board of Directors, provided that such action is in accordance with applicable law.

Investment and Participant Accounts

Putnam Fiduciary Trust Company (the "Trustee") is the trustee and custodian of Plan assets.

Plan participants have the option of investing their contributions or existing account balances among the following:

Growth

Putnam S&P 500 Index Fund
Putnam Investors Fund
Putnam Voyager Fund
EuroPacific Growth Fund
Viacom Class B Stock Fund
Blockbuster Stock Fund

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Growth and Income

The George Putnam Fund of Boston
The Putnam Fund for Growth and Income

Income

Putnam Income Fund

Capital Preservation

Putnam Stable Value Fund (available after August 31, 2001)
Certus Interest Income Fund (available until August 31, 2001)

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BLOCKBUSTER INVESTMENT

NOTES TO FINANCIAL STATEMENTS--(cont.)

Each of the funds, except for the EuroPacific Growth Fund, the Viacom Class B Stock Fund, the Viacom Class A Stock Fund (not a current investment option) and the Blockbuster Stock Fund, are managed by either Putnam Management Company, Inc. or the Trustee. Each of the funds, except for the EuroPacific Growth Fund, are identified as parties-in-interest.

Through March 24, 2002, investment elections were required to be in multiples of 5%. Effective March 25, 2002, the Plan was amended to provide that such elections may be in multiples of 1%. The Plan is intended to meet the requirements of ERISA Section 404(c). Thus, to the extent participants exercise control over the investment of contributions in accordance with the requirements of Section 404(c), neither the Plan nor any other Plan fiduciary will be responsible for any losses that may occur as a result of the participant's investment decisions.

Since July 1, 2000, matching employer contributions have been automatically invested in the Blockbuster Stock Fund, which is invested solely in shares of Blockbuster Class A Common Stock. Until March 25, 2002, these contributions could not be transferred to any other investment fund offered under the Plan. Prior to July 1, 2000, employer matching contributions under the Plan were automatically invested in the Viacom Class B Stock Fund. Until March 25, 2002, these contributions could not be transferred to any other investment fund offered under the Plan except the Blockbuster Stock Fund. Effective March 25, 2002, the Plan was amended to permit the transfer of employer matching contributions invested in the Blockbuster or Viacom stock funds into any other investment fund offered by the Plan.

Investment in Master Trust

Effective January 1, 1996, Viacom entered into a master trust agreement (the "Master Trust") with the Trustee to combine certain assets of the Viacom Investment Plan (the "VIP"), currently known as the Viacom 401(k) Plan, and affiliated companies' plans for the purpose of permitting such assets to be managed by Certus. The Plan, upon its establishment, was included in the Master Trust. Effective September 1, 2001, the Plan ceased to participate in the Master Trust, and the Master Trust investment balances associated with the participants in the Plan were transferred to the Putnam Stable Value Fund. Prior to September 1, 2001, net investment assets and net investment earnings on the investments of

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the Master Trust were allocated daily to the plans participating in the Master Trust. Such allocation was based on the ratio of net investment assets of each of the participating plans to total net investment at the time the Master Trust was formed, adjusted for any contributions, disbursements, or spinoffs attributable to specific participating plans. Note 7 sets forth the Plan's proportionate interest in the Master Trust and certain financial information of the Master Trust.

Contributions

Through December 31, 2000, the Plan permitted participants to contribute up to 15% of annual compensation (as defined by the Plan) on a before-tax, after-tax or combination basis, subject to the Internal Revenue Code ("IRC") limitations set forth below. Effective January 1, 2001, the Plan was amended to provide that participants could no longer make after-tax contributions to the Plan. Through December 31, 2000, the employer's matching contribution was equal to (i) 50% of the first 6% of annual compensation that was contributed by the participant on a before-tax basis if base pay was \$65,000 or less at a specified date or (ii) 50% of the first 5% of annual compensation contributed by the participant on a before-tax basis if base pay was greater than \$65,000. Effective January 1, 2001, the Plan was amended to provide that for future periods, the employer's matching contribution will be equal to (i) 100% of the first 3% of annual compensation contributed and 50% of the next 2% of annual compensation contributed if the participant is not a "highly compensated employee," as determined under Internal Revenue Service ("IRS") rules; or (ii) 50% of the first 5% of annual compensation contributed if the participant is a "highly compensated employee." For the 2001 Plan year, any employee whose prior year's earnings (as defined under the Plan) exceeded \$85,000 was a highly compensated employee for Plan purposes. Pursuant to IRC limits, total compensation considered under the Plan for purposes of determining contribution limits could not exceed \$170,000 for both 2001 and 2000.

An employee is permitted to rollover into the Plan at any time part or all of the employee's eligible distributions from other tax-qualified savings plans, including profit-sharing plans, pension plans and certain individual retirement arrangements.

The IRC limits the amount of annual participant contributions that can be made on a before-tax basis; the limit was \$10,500 for both 2001 and 2000. The IRC also contains an annual limit on aggregate participant and employer contributions to defined contribution plans maintained by the Company and certain related entities, which (i) for 2001 was equal to the lesser of \$35,000 or 25% of earnings (as defined under the Plan) and (ii) for 2000 was equal to the lesser of \$30,000 or 25% of earnings.

All contributions made to the Plan on an annual basis prior to 2001 were subject to potential further limitations due to certain non-discrimination tests prescribed by the IRC. The amendments to the Plan, effective

BLOCKBUSTER INVESTMENT

NOTES TO FINANCIAL STATEMENTS--(cont.)

January 1, 2001, were effected in part in order to satisfy a "safe harbor" plan design approved by the IRS. Plans that satisfy the safe harbor requirements are not required to pass these contribution discrimination tests.

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Loans to Participants

Participants are eligible to receive loans based on their account balances. The maximum loan available to a participant is the lesser of 50% of the participant's vested account balance or \$50,000, reduced by the highest outstanding balance of any Plan loan made to the participant during the twelve-month period ending on the day before the loan is made. The minimum loan available to a participant is \$500. Loans are secured by the participant's remaining account balance. The interest rate on participant loans is established on the first day of the calendar quarter at a rate of 1% above the annual prime commercial rate, and a participant can only have one loan outstanding at any time. Participants may elect repayment periods from twelve to sixty months through payroll deductions commencing as soon as administratively possible following the distribution of the loan. The Plan allows participants to elect a repayment term of up to 300 months for loans used for the acquisition of a principal residence. Transfers of participant balances for loan disbursements and repayments of loan principal and interest are specifically identified in the respective participants' accounts and allocated in accordance with their current investment elections.

Vesting

Effective January 1, 2001, the Plan was amended to provide that all employer contributions are 100% vested at the time of contribution. Through December 31, 2000, subject to certain exceptions, the employer's matching contribution vested at 20% per year of vesting service, and became fully vested after five years of vesting service. If participants terminated employment prior to being vested in their employer matching contributions and received a distribution of the vested portion of their account, the non-vested portion of their account was forfeited and used to pay administrative expenses and to fund future employer matching contributions; provided that re-employed participants could request that forfeited amounts be restored to their accounts under certain circumstances. Participants with vested account balances exceeding \$5,000 who did not receive a distribution of the vested portion of their account after termination of employment forfeited the non-vested portion after incurring a five year break-in-service (calculated in accordance with the Plan), with forfeited amounts being used as discussed above. All active participants on January 1, 2001 became fully vested in any employer contributions made previously to their account. Participants whose employment terminated prior to January 1, 2001 continued to be subject to the forfeiture provisions in place prior to January 1, 2001. Employer matching contributions of \$58,077 for the year ended December 31, 2001 were forfeited in connection with these provisions. During 2001, \$44,310 of this amount was used to offset employer contributions and administrative expenses.

Payment of Benefits Upon Termination of Employment or Disability

Subject to certain IRC limitations, participants in the Plan, or their beneficiaries, may receive their account balances, in a lump sum or in installments over a period of up to 20 years, in the event of retirement, termination of employment, disability or death. Participants must receive a required minimum distribution upon attainment of age 70 1/2 unless they are still employed.

Withdrawals During Employment

Participants in the Plan who are still actively employed may elect to withdraw part or all of their after-tax and rollover contributions. Upon attainment of

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age 59 1/2, participants may also elect to withdraw all or part of their before-tax contributions and matching contributions and earnings thereon.

Through December 31, 2000, participants who were in the Plan or the VIP at least five years could elect to withdraw up to 100% of their vested employer matching contributions and earnings thereon, while those who had participated less than five years were limited to withdrawing vested employer matching contributions made at least two years prior to the withdrawal, including earnings thereon. Effective January 1, 2001, participants who have been in the Plan or the VIP at least five years may elect to withdraw up to 100% of their employer matching contributions contributed prior to January 1, 2001. Participants who have not been in the Plan or the VIP at least five years may elect to withdraw up to 100% of their employer matching contributions contributed prior to January 1, 2001 that were remitted at least two years previously.

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BLOCKBUSTER INVESTMENT

NOTES TO FINANCIAL STATEMENTS--(cont.)

Through December 31, 2000, a participant could obtain a hardship withdrawal of the vested portion of his or her employer matching contributions and before-tax contributions, irrespective of age, provided that the requirements for hardship were met. Effective January 1, 2001, a participant may not obtain any withdrawal of employer matching contributions contributed after December 31, 2000, including for hardship, until the participant reaches age 59 1/2. Participants can still obtain hardship withdrawals of any before-tax contributions, irrespective of age.

With the exception of hardship withdrawals, participants are limited to one withdrawal in any calendar year. There is no restriction on the number of hardship withdrawals permitted.

Termination Priorities

In the event that the Plan is terminated, subject to conditions set forth in ERISA, the Plan provides that the net assets of the Plan will be distributed to participants in proportion to their respective vested interests in such net assets at that date.

Plan Expenses

The Company pays for expenses incurred in connection with the administration of the Plan, to the extent not covered by forfeitures.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Method

The accrual method of accounting is used for financial statement presentation.

Investment Valuation and Income Recognition

Short-term money market obligations are carried at cost, which approximates fair value due to the short-term maturity of these investments. Viacom Class A Common

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Stock and Class B Common Stock, Blockbuster Class A Common Stock, and the Preferred Stock are reported at fair value based on the quoted market price of the stock on the New York Stock Exchange. Investments with registered investment companies and the Putnam S&P 500 Index Fund are reported at fair value based upon the market value of the underlying securities as priced by national security exchanges. The Putnam Stable Value Fund invests primarily in investment contracts, including guaranteed and security-backed investment contracts, and is reported at the book value, or cost plus accrued interest, of the underlying investment contracts. Participant loans consist of the outstanding principal of loans to Plan participants at December 31, 2001 and 2000. The loans outstanding as of December 31, 2001 carry interest rates ranging from 7.0% to 10.5%. Cash and cash equivalents are valued at cost plus accrued interest, which approximates market value. Interest income is accrued as earned and dividend income is recorded on the ex-dividend date.

Security Transactions

Purchases and sales of securities are recorded on the trade date. The historical average cost basis is used to determine gains or losses on security dispositions.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan to make estimates and assumptions, such as those regarding fair value, that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

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BLOCKBUSTER INVESTMENT

NOTES TO FINANCIAL STATEMENTS--(cont.)

Risks and Uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks such as interest rate, market and credit. Due to the level of risk associated with investment securities and the level of uncertainty related to changes in the value of such securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the related statement of changes in net assets available for benefits.

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NOTE 3 - INVESTMENTS

Individual investments that represent greater than 5% of net assets available for benefits are identified below:

	At December 31,			
	2001		2000	
	Units	Net Assets	Units	Net
Viacom Inc. Class B Common Stock	369,356	\$16,307,059	389,892	\$18,
Blockbuster Inc. Class A Common Stock ...	357,567	\$ 9,010,698	160,626	\$ 1,
Putnam Voyager Fund	443,617	\$ 7,883,070	387,062	\$ 9,
Putnam Investors Fund	498,407	\$ 5,811,429	451,659	\$ 6,
The Putnam Fund for Growth and Income ...	274,341	\$ 4,872,303	238,974	\$ 4,
Putnam Stable Value Fund	3,564,975	\$ 3,564,975	--	\$
EuroPacific Growth Fund	118,377	\$ 3,180,796	104,234	\$ 3,
Plan's Interest in Master Trust	--	\$ --	3,086,344	\$ 3,

During the year ended December 31, 2001, the Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated), as follows:

Registered Investment Companies:

Putnam Voyager Fund	\$ (2,403,834)
The Putnam Fund for Growth and Income	(443,080)
EuroPacific Growth Fund	(473,343)
The George Putnam Fund of Boston	(59,675)
Putnam Investors Fund	(1,746,073)
Putnam Income Fund	26,240

	(5,099,765)

Collective Investment Trusts:

Putnam S&P 500 Index Fund	(227,469)
Putnam Stable Value Fund	--

	(227,469)

Other Investments:

Viacom Inc. Class A Common Stock	(5,505)
Viacom Inc. Class B Common Stock	(747,802)
Blockbuster Inc. Class A Common Stock	4,092,604
Preferred Stock	469

	3,339,766
Net depreciation	\$ (1,987,468)
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BLOCKBUSTER INVESTMENT

NOTES TO FINANCIAL STATEMENTS--(cont.)

NOTE 4 - NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments are as follows:

	At De

	2001

Net Assets:	

Viacom Inc. Class A Common Stock	\$ 4,738
Viacom Inc. Class B Common Stock	\$ 9,731,588
Blockbuster Inc. Class A Common Stock	\$ 8,201,391

	Year Ended D

Changes in Net Assets:	
Contributions	\$ 3,
Net appreciation	3,
Benefits paid to participants	(1,
Other	

	\$ 5,
	=====

NOTE 5 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	De

	2001

Net assets available for benefits per the financial statements	\$ 60,615,441
Amounts allocated to withdrawing participants	(24,799)

Net assets available for benefits per the Form 5500	\$ 60,590,642
	=====

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2001:

Benefits paid to participants per the financial statements	\$ 6,306,843
Add: Amounts allocated to withdrawing participants	
at December 31, 2001	24,799
Less: Amounts allocated to withdrawing participants	
at December 31, 2000	(39,910)

Benefits paid to participants per the Form 5500	\$ 6,291,732
	=====

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Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but are not paid as of that date.

NOTE 6 - INCOME TAX STATUS

The Company has filed an application for an initial favorable determination letter from the IRS with respect to the qualified status of the Plan under Section 401(a) of the IRC. That application is pending. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

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BLOCKBUSTER INVESTMENT

NOTES TO FINANCIAL STATEMENTS--(cont.)

NOTE 7 - INVESTMENT IN MASTER TRUST

The value of the Plan's interest in the total investments of the Master Trust was 5.8% at September 1, 2001 and 5.6% at December 31, 2000, and the allocated share of investment income for the eight-month period ended September 1, 2001 was 5.6%. The allocated share of investment income percentage reflects the income earned over the period that the Plan was part of the Master Trust over the total amount earned by the Master Trust during the period.

The following table presents the fair value of investments of the Master Trust:

	At September 1, ----- 2001 -----	At D -----
Certus Interest Income Fund:		
Guaranteed investment contracts	\$ 17,676,915	\$
Synthetic investment contracts	38,608,650	
Putnam short-term investment fund	3,168,830	
	-----	-----
Net Investments in Master Trust	\$ 59,454,395	\$
	=====	=====

Investment income of the Master Trust for the eight-month period ended September 1, 2001 is as follows:

Certus Interest Income Fund:	
Guaranteed investment contracts	\$ 730,916
Synthetic investment contracts	1,529,546
Putnam short-term investment fund	144,695
Investment manager fees	(13,589)

Net Investment Income	\$ 2,391,568
	=====

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The guaranteed investment contracts and synthetic investment contracts are fully benefit-responsive and are therefore presented in the financial statements at contract value. At September 1, 2001 and December 31, 2000, the fair value of such assets in the aggregate was \$60,945,385 and \$55,572,187, respectively, with an average yield of 6.28% and 6.61% for the eight-month period ended September 1, 2001 and the year ended December 31, 2000, respectively. The return on assets for the eight-month period ended September 1, 2001 was 6.44%.

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SCHEDULE I

BLOCKBUSTER INVESTMENT PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR) AT
DECEMBER 31, 2001

Identity of issue, borrowing lessor or similar party -----	Unit/ Principal Amount/Shares/ Maturity and Interest Rates -----
Registered Investment Companies:	
* Putnam Voyager Fund	443,617
* The Putnam Fund for Growth and Income	274,341
EuroPacific Growth Fund	118,377
* The George Putnam Fund of Boston	151,567
* Putnam Investors Fund	498,407
* Putnam Income Fund	274,773
Collective Investment Trusts:	
* Putnam S&P 500 Index Fund	83,089
* Putnam Stable Value Fund	3,564,975
Other Investments:	
* Viacom Inc. Class A Common Stock	2,153
* Viacom Inc. Class B Common Stock	369,356
* Blockbuster Inc. Class A Common Stock	357,567
Preferred Stock	4
* Loans to participants	Various maturities and interest rates ranging from 7.0% to 10.5%
Total investments	

* Identified as a party-in-interest to the Plan.

SCHEDULE II

BLOCKBUSTER INVESTMENT PLAN
 SCHEDULE OF REPORTABLE TRANSACTIONS
 FOR THE YEAR ENDED DECEMBER 31, 2001

Description of Asset	Purchase Price	Selling Price	Lease Rental	Expenses Incurred With Transaction
-----	-----	-----	-----	-----
Single Transactions:				

None				
Series Transactions:				

Blockbuster Inc. Class A Common Stock	216,751 Units \$3,839,030	n/a	n/a	n/a
				\$3

The above transactions and series of transactions are in excess of 5 percent of the fair value of the Plan's assets as of December 31, 2000, as defined in section 2520.103-6 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

All of the above are parties-in-interest.