

Edgar Filing: CEC ENTERTAINMENT INC - Form SC 13D/A

CEC ENTERTAINMENT INC
Form SC 13D/A
January 23, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 4)*

CEC ENTERTAINMENT INC.
(formerly known as Showbiz Pizza Time, Inc.)

(Name of Issuer)

CLASS A PREFERRED STOCK, par value \$60.00 per share

(Title of Class of Securities)

825 388200

(CUSIP Number)

Paul T. Cappuccio,
Executive Vice President,
General Counsel & Secretary
AOL Time Warner Inc.
75 Rockefeller Plaza
New York, New York 10019 (212) 484-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

January 11, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to
report the acquisition which is the subject of this Schedule 13D, and is
filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule
13d-1(g), check the following box .

SCHEDULE 13D

CUSIP No. 825 388200

Page 2 of 27 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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AOL Time Warner Inc.
IRS No. 13-4099534

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

a /_/
b /_/

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED /_/
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES	8	SHARED VOTING POWER
BENEFICIALLY	16,011	(See Item 5)
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH	10	SHARED DISPOSITIVE POWER
REPORTING	16,011	(See Item 5)
PERSON		
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
16,011

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES /_/
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 33.2%

14 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

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- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Time Warner Inc.
IRS. No. 13-3527249
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* a/_/
b/_/
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
Not Applicable (See Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED /_/
PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- | | | |
|--------------|--------|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | 8 | SHARED VOTING POWER |
| BENEFICIALLY | 16,011 | (See Item 5) |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER |
| EACH | 10 | SHARED DISPOSITIVE POWER |
| REPORTING | 16,011 | (See Item 5) |
| PERSON | | |
| WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
16,011
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* /_/
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 33.2%
- 14 TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Time Warner Companies, Inc.
IRS. No. 13-1388520

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

a/_/
b/_/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED /_/
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 8 SHARED VOTING POWER

BENEFICIALLY 16,011 (See Item 5)

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH 10 SHARED DISPOSITIVE POWER

REPORTING 16,011 (See Item 5)

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
16,011

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* /_/

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 33.2%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
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SCHEDULE 13D

CUSIP No. 825 388200

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warner Communications Inc.
IRS No. 13-2696809

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

a/_/
b/_/

3 SEC USE ONLY

4 SOURCE OF FUNDS*

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED /_/
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES	8	SHARED VOTING POWER
BENEFICIALLY	16,011	(See Item 5)
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH	10	SHARED DISPOSITIVE POWER
REPORTING	16,011	(See Item 5)
PERSON		
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
16,011

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* /_/

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Approximately 33.2%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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AOL Time Warner Inc., a Delaware corporation ("AOL Time Warner"), and its wholly owned subsidiaries, Time Warner Inc., a Delaware corporation ("Time Warner"), Time Warner Companies, Inc., a Delaware corporation ("TWC"), and Warner Communications Inc., a Delaware corporation ("WCI") (collectively, the "Reporting Persons"), hereby amend and supplement the statement on Schedule 13D dated October 10, 1996, as amended, relating to the Class A Preferred Stock ("CEC Preferred Stock") of CEC Entertainment Inc. ("CEC"), originally filed by Time Warner, TWC, WCI and TWI Ventures Ltd., a Delaware corporation ("TWI Ltd.") with the Securities and Exchange Commission. Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and the Joint Filing Agreement filed as Exhibit D hereto, the Reporting Persons have agreed to file one statement on Schedule 13D with respect to their ownership of CEC Preferred Stock. The joint statement on Schedule 13D of the Reporting Persons, as amended and supplemented, is hereinafter referred to as the "Statement".

This amendment to the Statement is being filed solely to reflect the combination (the "AOL Holding Company Transaction") on January 11, 2001 of

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America Online, Inc. ("AOL") and Time Warner, in connection with which (1) each of AOL and Time Warner became a wholly owned subsidiary of AOL Time Warner and (2) AOL Time Warner became the ultimate beneficial owner of the CEC Preferred Stock held of record by WCI, an indirect wholly owned subsidiary of AOL Time Warner. Unless otherwise indicated, capitalized terms used but not defined herein have the meanings assigned to them in the Statement.

Item 1. Security and Issuer.

Item 1 is hereby amended in its entirety to read as follows:

"This Statement relates to the Class A Preferred Stock, par value

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\$60.00 per share ("CEC Preferred Stock"), of CEC Entertainment Inc. (formerly known as Showbiz Pizza Time Inc.) (the "Issuer" or "CEC"), a Kansas corporation, whose principal executive offices are located at 4441 West Airport Freeway, Irving, Texas 75062. Any reference to Showbiz in the Statement should be read to mean "CEC".

Item 2. Identity and Background.

Item 2 is hereby amended in its entirety to read as follows:

"This Statement is being filed by AOL Time Warner Inc. ("AOL Time Warner"), a Delaware corporation, having its principal executive offices at 75 Rockefeller Plaza, New York, New York 10019, Time Warner Inc., a Delaware corporation, having its principal executive offices at 75 Rockefeller Plaza, New York, NY 10019, Time Warner Companies, Inc. ("TWC"), a Delaware corporation, having its principal executive offices at 75

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Rockefeller Plaza, New York, NY 10019, and Warner Communications Inc. ("WCI"), a Delaware corporation, having its principal executive offices at 75 Rockefeller Plaza, New York, New York 10019. Time Warner is a direct wholly owned subsidiary of AOL Time Warner; TWC is a direct wholly owned subsidiary of Time Warner; and WCI is a direct wholly owned subsidiary of TWC.

AOL Time Warner is the first internet powered media and communications company. Its business interests include: interactive services, cable systems, publishing, music, networks and filmed entertainment. Substantially all of AOL Time Warner's interests in filmed entertainment, most of its interests in cable systems and a substantial portion of its interests in networks are held through Time Warner Entertainment Company, L.P. ("TWE"), a Delaware limited partnership in which AOL Time Warner, has a majority interest.

Time Warner, a wholly owned subsidiary of AOL Time Warner, is a holding company with the same business interests as AOL Time Warner, except it does not have an ownership interests in the interactive services businesses

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operated by AOL Time Warner's wholly owned subsidiary, America Online, Inc.

TWC, a wholly owned subsidiary of Time Warner, is a holding company with the same interests in cable systems, publishing, music, networks and filmed entertainment. WCI, a wholly owned subsidiary of TWC, is a holding company that holds partnership interests in TWE and substantially all of the music businesses of AOL Time Warner conducted under the umbrella name of Warner Music Group Inc.

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The name, business address, present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted of each director and executive officer of the Reporting Persons is set forth in Annexes A, B, C, and D hereto and is incorporated herein by reference.

None of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the persons listed in Annexes A, B, C, or D hereto has been convicted during the last five years in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such corporation or person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Each of the persons listed in Annexes A, B, C, and D hereto is a United States citizen."

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended to incorporate the following as the last three paragraphs thereof:

"On December 31, 1999, TWI Ltd. was merged into WCI and WCI was the

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surviving entity. As a result, WCI became the registered owner of the shares of CEC Preferred Stock that were registered in the name of TWI Ltd.

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On January 11, 2001, the AOL Holding Company Transaction was consummated pursuant to the Second Amended and Restated Agreement and Plan of Merger, dated as of January 10, 2000, among AOL Time Warner, AOL, Time Warner, America Online Merger Sub Inc., a wholly owned subsidiary of AOL Time Warner ("AOL Merger Sub") and Time Warner Merger Sub Inc., a wholly owned subsidiary of AOL Time Warner ("TW Merger Sub"). Pursuant thereto AOL Merger Sub was merged into AOL and TW Merger Sub was merged into Time Warner (collectively, the "Mergers") and as a result, AOL and Time Warner each became a wholly owned subsidiary of AOL Time Warner. In addition, upon consummation of the merger (i) each outstanding share of AOL Common Stock was automatically converted into one share of AOL Time Warner Common Stock, (ii) each outstanding share of Time Warner Common Stock was automatically converted into 1.5 shares of AOL Time Warner Common Stock and (iii) each outstanding share of Time Warner Series LMCN-V Common Stock was automatically converted into 1.5 shares of AOL Time Warner Series LMCN-V Common Stock having terms substantially identical to those of the Time Warner Series LMCN-V Common Stock.

As a result of the AOL Holding Company Transaction, AOL Time Warner became the ultimate beneficial owner of the CEC Preferred Stock reported herein."

Item 4. Purpose of Transaction.

Item 4 is hereby amended by deleting the third, fourth and fifth paragraphs thereof and adding the following as the third, fourth, fifth and sixth paragraphs.

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"On December 31, 1999, TWI Ltd. was merged into WCI with WCI being the

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surviving entity. As a result, WCI became the registered owner of the shares of CEC Preferred Stock that were registered in the name of TWI Ltd.

As described in Item 3 above, AOL Time Warner became the ultimate beneficial owner of the CEC Preferred Stock as a result of the consummation of the AOL Holding Company Transaction.

AOL Time Warner, Time Warner, TWC and WCI intend to review and evaluate their investment in CEC from time to time. On the basis of such review and evaluation, AOL Time Warner, Time Warner, TWC and WCI may acquire additional CEC securities from time to time in market transactions or otherwise or may dispose of some or all of their holdings of CEC securities from time to time in market transactions or otherwise.

Other than as described above, none of AOL Time Warner, Time Warner, TWC or WCI has any current plans or proposals that relate to or would result in (i) the acquisition or disposition of securities of CEC; (ii) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving CEC or any of its subsidiaries; (iii) a sale or transfer of a material amount of assets of CEC or any of its subsidiaries; (iv) any change in the present board of directors or management of CEC, including any current plans or proposals to change the number or term of directors or to fill any

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existing vacancies on the board of directors of CEC; (v) any material change in the present capitalization or dividend policy of CEC; (vi) any other material change in CEC's business or corporate structure; (vii) changes in CEC's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of CEC by any person; (viii) causing a class of securities of CEC to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (ix) causing a class of equity securities of CEC to become eligible for termination of registration pursuant to Section 12(g)(4) of the

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Securities Exchange Act of 1934, as amended; or (x) any action similar to any of those enumerated in clauses (i) through (ix) of this sentence."

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by deleting the fifth and sixth paragraphs thereof and adding the following as the fifth, sixth, seventh and eighth paragraphs thereof.

"On December 31, 1999, TWI Ltd. was merged into WCI and WCI was the surviving entity. As a result, WCI became the registered owner of the shares of CEC Preferred Stock that were registered in the name of TWI Ltd.

On January 11, 2001, in connection with the AOL Holding Company Transaction described in Item 3 above, Time Warner became a direct wholly owned subsidiary of AOL Time Warner. As a result, AOL Time Warner acquired beneficial

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ownership of the CEC securities beneficially owned by Time Warner. AOL Time Warner, Time Warner, TW and WCI may be deemed to have shared power to direct the voting and disposition of the 16,011 shares of CEC Preferred Stock registered in the name of WCI.

As of May 4, 2000, there were outstanding 48,202 shares of CEC Preferred Stock. In accordance with the provisions of Rule 13d-3(d)(1)(i) under the Act, the 16,011 shares of CEC Preferred Stock registered in the name of WCI, as successor by merger to TWI Ltd. and deemed to be beneficially owned by AOL Time Warner, Time Warner, TWC and WCI, represent approximately 33.2% of the outstanding shares of CEC Preferred Stock.

Except as described above, none of AOL Time Warner, Time Warner, TWC or WCI is aware of any beneficial ownership by, or any transaction within 60

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days before the filing of this Statement in, any shares of CEC Preferred Stock by AOL Time Warner, Time Warner, TWC or WCI or any person listed in Annexes A, B , C, or D hereto."

Items (d) and (e) are not applicable.

Item 7. Material to be filed as Exhibits

(A single asterisk denotes that the document has been previously filed.)

Item 7 is hereby amended to add Exhibits D as follows:

Exhibit D Joint filing Agreement among AOL Time Warner, Time Warner, TWC and WCI.

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SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief

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of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: January 22, 2001

AOL TIME WARNER INC.

BY: /s/ J.Michael Kelly
Name: J. Michael Kelly
Title: Executive Vice President
and Chief Financial Officer

TIME WARNER INC.

BY: /s/ Spencer B. Hays
Name: Spencer B. Hays
Title: Senior Vice President

TIME WARNER COMPANIES, INC.

BY: /s/ Spencer B. Hays
Name: Spencer B. Hays
Title: Senior Vice President

WARNER COMMUNICATIONS INC.

BY: /s/ Spencer B. Hays
Name: Spencer B. Hays
Title: Vice President

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ANNEX A

The following is a list of the directors and executive officers of AOL Time Warner Inc. ("AOL Time Warner"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of AOL Time Warner, each person is a citizen of the United States of America.

Directors

Name	Office	Principal Occupation or Employment and Address
----	-----	-----

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Daniel F. Akerson	Director	Chairman of the Board and Chief Executive Officer, XO Communications, Inc. 1505 Farm Credit Drive McLean, VA 22101 (a broadband and communications company)
James L. Barksdale	Director	Partner, The Barksdale Group c/o AOL Time Warner* (a venture capital firm)
Stephen F. Bollenbach	Director	President and Chief Financial Officer, Hilton Hotels Corporation 9336 Civic Center Drive Beverly Hills, CA 90210 (hotel ownership and management)
Stephen M. Case	Director and Chairman	Chairman, AOL Time Warner*

*The business address of AOL Time Warner, Time Warner, TWC and WCI is 75 Rockefeller Plaza, New York, NY 10019

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Name ----	Office -----	Principal Occupation or Employment and Address -----
Frank J. Caufield	Director	Partner, Kleiner Perkins Caufield & Byers 4 Embarcadero Center San Francisco, CA 94025 (a venture capital partnership)
Miles R. Gilburne	Director	Director, AOL Time Warner*
Carla A. Hills	Director	Chairman and Chief Executive Officer Hills & Company 1200 19th Street, NW Washington, DC 20036 (international trade and investment consultants)
Gerald M. Levin	Director and Chief Executive Officer	Chief Executive Officer, AOL Time Warner*
Reuben Mark	Director	Chairman and Chief Executive Officer Colgate-Palmolive Company

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300 Park Avenue
 New York, NY 10022
 (consumer products)

*The business address of AOL Time Warner, Time Warner, TWC and WCI is 75 Rockefeller Plaza, New York, NY 10019

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Name -----	Office -----	Principal Occupation or Employment and Address -----
Michael A. Miles	Director	Former Chairman and Chief Executive Officer of Philip Morris Companies Inc., Director Of various companies Three Lakes Drive Northfield, IL 60093
Kenneth J. Novack	Director and Vice Chairman	Vice Chairman, AOL Time Warner*
Richard D. Parsons	Director and Co-Chief Operating Officer	Co-Chief Operating Officer, AOL Time Warner*
Robert W. Pittman	Director and Co-Chief Operating Officer	Co-Chief Operating Officer, AOL Time Warner*
Franklin D. Raines	Director	Chairman and Chief Executive Officer Fannie Mae 3900 Wisconsin Avenue NW Washington, DC 20016-28016 (a non-banking financial services company)
R. E. Turner	Director, Vice Chairman and Senior Advisor	Vice Chairman and Senior Advisor, AOL Time Warner*

*The business address of AOL Time Warner, Time Warner, TWC and WCI is 75 Rockefeller Plaza, New York, NY 10019

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Name -----	Office -----	Principal Occupation or Employment and Address -----
Francis T. Vincent, Jr.	Director	Chairman of Vincent Enterprises (private investor), and Director of Various Companies

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300 First Stamford Place
Stamford, CT 06902

Executive Officers

Richard J. Bressler	Executive Vice President	Executive Vice President
Paul T. Cappuccio	Executive Vice President, General Counsel and Secretary	Executive Vice President, General Counsel and Secretary, AOL Time Warner*
David Colburn	Executive Vice President	Executive Vice President, AOL Time Warner*
J. Michael Kelly	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer, AOL Time Warner*
Kenneth B. Lerer	Executive Vice President	Executive Vice President, AOL Time Warner*

*The business address of AOL Time Warner, Time Warner, TWC and WCI is 75 Rockefeller Plaza, New York, NY 10019

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Name -----	Office -----	Principal Occupation or Employment and Address -----
William J. Raduchel	Executive Vice President and Chief Technology Officer	Executive Vice President and Chief Technology Officer, AOL Time Warner*
Mayo S. Stuntz, Jr.	Executive Vice President	Executive Vice President, AOL Time Warner*
George Vradenburg, III	Executive Vice President for Global and Strategic Policy	Executive Vice President for Global and Strategic Policy, AOL Time Warner*

*The business address of AOL Time Warner, AOL Time Warner Investment Corporation, Time Warner, TWC and WCI is 75 Rockefeller Plaza, New York, NY 10019

ANNEX B

The following is a list of the directors and executive officers of Time Warner Inc. ("Time Warner"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of Time Warner, each person is a citizen of the United States of America.

Directors and Executive Officers

Name -----	Office -----	Principal Occupation or Employment and Address -----
Paul T. Cappuccio	Director and Executive Vice President, General Counsel and Secretary	Executive Vice President, General Counsel and Secretary, AOL Time Warner*
Spencer B. Hays	Director, Senior Vice President and Deputy General Counsel	Senior Vice President and Deputy General Counsel, AOL Time Warner*
Thomas W. McEnerney	Director, Vice President and Associate General Counsel	Vice President and Associate General Counsel, AOL Time Warner*
Richard J. Bressler	Executive Vice President	Executive Vice President, AOL Time Warner*
Stephen M. Case	Chairman	Chairman, AOL Time Warner*

*The business address of AOL Time Warner, Time Warner, TWC and WCI is 75 Rockefeller Plaza, New York, NY 10019

Name -----	Office -----	Principal Occupation or Employment and Address -----
David Colburn	Executive Vice President	Executive Vice President, AOL Time Warner*

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J. Michael Kelly	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer, AOL Time Warner*
Kenneth B. Lerer	Executive Vice President	Executive Vice President, AOL Time Warner*
Gerald M. Levin	Chief Executive Officer	Chief Executive Officer, AOL Time Warner*
Kenneth J. Novack	Vice Chairman	Vice Chairman, AOL Time Warner*
Richard D. Parsons	Co-Chief Operating Officer	Co-Chief Operating Officer, AOL Time Warner*
Robert W. Pittman	Co-Chief Operating Officer	Co-Chief Operating Officer, AOL Time Warner*
William J. Raduchel	Executive Vice President	Executive Vice President and Chief Technology Officer, AOL Time Warner*

*The business address of AOL Time Warner, Time Warner, TWC and WCI is 75 Rockefeller Plaza, New York, NY 10019

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Name -----	Office -----	Principal Occupation or Employment and Address -----
Mayo S. Stuntz, Jr.	Executive Vice President	Executive Vice President, AOL Time Warner*
R. E. Turner	Vice Chairman and Senior Advisor	Vice Chairman and Senior Advisor, AOL Time Warner*
George Vradenburg, III	Executive Vice President	Executive Vice President for Global and Strategic Policy, AOL Time Warner*

*The business address of AOL Time Warner, Time Warner, TWC and WCI is 75 Rockefeller Plaza, New York, NY 10019

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ANNEX C

The following is a list of the directors and executive officers of Time Warner Companies, Inc. ("TWC"), setting forth the business address and present principal occupation or employment (and the name, principal business

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and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of TWC each person is a citizen of the United States of America.

Name -----	Office -----	Principal Occupation or Employment and Address -----
Richard J. Bressler	Director and Executive Vice President	Executive Vice President, AOL Time Warner*
Paul T. Cappuccio	Director and Executive Vice President, General Counsel and Secretary	Executive Vice President, General Counsel and Secretary, AOL Time Warner
Richard D. Parsons	Director and Co-Chief Operating Officer	Co-Chief Operating Officer, AOL Time Warner*
Stephen M. Case	Chairman	Chairman, AOL Time Warner*

*The business address of AOL Time Warner, Time Warner, TWC and WCI is 75 Rockefeller Plaza, New York, NY 10019

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Name -----	Office -----	Principal Occupation or Employment and Address -----
David Colburn	Executive Vice President	Executive Vice President, AOL Time Warner*
J. Michael Kelly	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer, AOL Time Warner*
Kenneth B. Lerer	Executive Vice President	Executive Vice President, AOL Time Warner*
Gerald M. Levin	Chief Executive Officer	Chief Executive Officer, AOL Time Warner*
Kenneth J. Novack	Vice Chairman	Vice Chairman, AOL Time Warner*
Richard D.	Co-Chief	Co-Chief Operating

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Parsons	Operating Officer	Officer, AOL Time Warner*
Robert W. Pittman	Co-Chief Operating Officer	Co-Chief Operating Officer, AOL Time Warner*
William J. Raduchel	Executive Vice President	Executive Vice President and Chief Technology Officer, AOL Time Warner*
Mayo S. Stuntz, Jr.	Executive Vice President	Executive Vice President, AOL Time Warner*

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Name -----	Office -----	Principal Occupation or Employment and Address -----
R. E. Turner	Vice Chairman and Senior Advisor	Vice Chairman and Senior Advisor, AOL Time Warner*
George Vradenburg, III	Executive Vice President	Executive Vice President for Global and Strategic Policy, AOL Time Warner*

*The business address of AOL Time Warner, Time Warner, TWC and WCI is 75 Rockefeller Plaza, New York, NY 10019

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ANNEX D

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The following is a list of the directors and executive officers of Warner Communications Inc. ("WCI"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of WCI, each person is a citizen of the United States of America.

Name -----	Office -----	Principal Occupation or Employment and Address -----
Richard J. Bressler	Director and Executive Vice President	Executive Vice President, AOL Time Warner*
Gerald M. Levin	Director and Chief Executive Officer	Chief Executive Officer, AOL Time Warner*
Richard D. Parsons	Director and Co-Chief Operating Officer	Co-Chief Operating Officer, AOL Time Warner*

*The business address of AOL Time Warner, Time Warner, TWC and WCI is 75 Rockefeller Plaza, New York, NY 10019

EXHIBIT D

JOINT FILING AGREEMENT

AOL Time Warner Inc., Time Warner Inc., Time Warner Companies, Inc. and Warner Communications Inc., each hereby agrees, in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934 (the "Act"), as amended, that the Amended Statement on Schedule 13D filed herewith, and any amendments thereto, relating to the shares of Class A Preferred Stock, par value \$60.00 per share, of CEC Entertainment Inc., is, and will be, filed jointly on behalf of each such person.

Dated: January 22, 2001

AOL TIME WARNER INC.

BY: /s/ J.Michael Kelly
Name: J. Michael Kelly
Title: Executive Vice President
and Chief Financial
Officer

TIME WARNER INC.

BY: /s/ Spencer B. Hays
Name: Spencer B. Hays
Title: Senior Vice President

TIME WARNER COMPANIES, INC.

BY: /s/ Spencer B. Hays
Name: Spencer B. Hays
Title: Senior Vice President

WARNER COMMUNICATIONS INC.

BY: /s/ Spencer B. Hays

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Name: Spencer B. Hays
Title: Vice President