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NMP INC  
Form 425  
November 17, 2003

Filed by Pinnacor Inc.  
Pursuant to Rule 425  
Under the Securities Act of 1933  
And Deemed Filed Pursuant to Rule 14a-12  
Under the Securities Exchange Act of 1934  
Subject Company: NMP, Inc., MarketWatch.com, Inc.,  
and Pinnacor Inc.  
Commission File No.: 333-108282

On October 23, 2003, Pinnacor Inc. issued a press release announcing financial results for the third quarter of 2003, entitled "Pinnacor Inc. Reports Growing Net Income Before Merger-related Expenses." The text of the press release follows.

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FOR IMMEDIATE RELEASE

Pinnacor Inc. Reports Growing Net Income Before Merger-related Expenses

New York, N.Y., October 23, 2003 - Pinnacor Inc. (Nasdaq: PCOR), a provider of business and financial information and analytical applications, today announced financial results for the third quarter ending September 30, 2003.

Financial Highlights for the Third Quarter 2003:

- |X| Revenues of \$8.35 million
- |X| Adjusted EBITDA (A) of \$704,000
- |X| Net income, excluding stock-based compensation, the amortization of identifiable intangible assets, and deal-related expenses of \$331,000 or \$0.01 per share
- |X| Cash flow from operating activities of \$342,000
- |X| Cash, cash equivalents and marketable securities of \$47.7 million or \$1.17 per share

"We are pleased to report another quarter of solid financial performance," said Kirk Loevner, chairman and CEO, Pinnacor. "We are working towards completing the merger with MarketWatch, and are well underway in planning for the integration of our two companies. In the meantime we are maintaining our focus on customer satisfaction and on positioning ourselves to take advantage of the recovery in the financial services market."

Acquisition Update

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On July 23, 2003, Pinnacor and MarketWatch.com, Inc. announced a definitive agreement under which MarketWatch will acquire Pinnacor. The transaction is expected to close during the fourth quarter 2003, subject to the approval of regulators and shareholders. The merger will create a combined company that is a market-leading provider of online business news and financial applications to organizations in numerous sectors, including banking, brokerage and media. MarketWatch's strength in news, tools and charting capabilities combined with Pinnacor's broad set of financial applications and extensive customization offerings will create opportunities to sell additional products and services into a significantly larger customer base.

### Financial Highlights

Revenues were \$8.35 million in the third quarter of 2003, down from \$8.44 million in the second quarter 2003 and up from \$8.05 million in the comparable period of the prior year.

Gross profit was \$5.5 million or 66% of sales, compared with 65% of sales in the prior quarter and 66% of sales a year ago. Total operating expenses, excluding cost of sales, depreciation and amortization, stock-based compensation, restructuring charges and \$1.023 million of merger-related expenses, were \$4.8 million, flat with the prior quarter and down from \$5.2 million in the comparable period of 2002. The \$1.023 million in merger-related expenses represents charges for legal, investment banking, accounting and merger-related travel costs.

Adjusted EBITDA(A) was \$704,000 in the third quarter, a significant improvement from the \$86,000 reported in the same period a year ago. Adjusted EBITDA(A), is defined by the Company as earnings before interest, income taxes, depreciation, amortization, stock-based compensation, restructuring and asset abandonment charges and merger-related expenses.

Net income, excluding stock based compensation, restructuring and asset abandonment charges, the amortization of identifiable intangible assets and merger-related expenses was \$331,000, and \$0.01 per share. This compares to \$250,000 and \$0.01 per share last quarter and a \$(401,000) and \$(0.01) per share loss in Q3 2002. GAAP net loss in the third quarter was \$(818,000) or \$(0.02) per share.

Pinnacor generated \$342,000 in cash from operating activities during the third quarter. Total cash utilization for the third quarter was \$203,000, down from \$649,000 in the second quarter. At the end of the third quarter, Pinnacor had approximately \$47.7 million, or \$1.17 per share, in cash, cash equivalents and marketable securities.

### Earnings Conference Call Information

Pinnacor will host a conference call today at 5:00 p.m. EST. To participate, please dial 1-800-446-1671. International participants should dial 1-847-413-3362.

To listen to the live Webcast, please connect to [www.pinnacor.com](http://www.pinnacor.com). Select "About Pinnacor" at the top of the page, then select "Investor Relations". The Webcast link will be displayed prominently at the top of the Investor Relations page. The call will be accessible using Windows Media Player; participants intending to access the Webcast should have this application installed prior to connecting to the call.

A replay of the call will be available for a week, until Thursday, October 30, 2003. To access the replay, please dial 1-888-843-8996 (Passcode # 7875754). International participants can replay the call by dialing 1-630-652-3044

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(Passcode # 7875754).

### About Pinnacor

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Pinnacor Inc. (Nasdaq: PCOR) is a provider of information and analytical applications to financial services companies and global corporations. The company delivers customized information, applications and tools that help businesses reduce costs through outsourcing and drive new revenue streams. Pinnacor's solutions encompass market data and investment analysis tools for financial services firms; critical business information for the enterprise; and personalized portal applications and messaging services for wireless carriers and ISPs. The company counts Barclays Global Investors, U.S. Bancorp Piper Jaffray, Tribune Media Services, Virgin Mobile and Verizon Wireless among its clients. Headquartered in New York City, the company also has offices in San Francisco, Calif.; Coralville, Iowa; and Jerusalem, Israel. [www.pinnacor.com](http://www.pinnacor.com).

### Additional Information About the Merger and Where to Find It

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For more information about the proposed acquisition (the "Merger") of Pinnacor by MarketWatch.com see the Registration Statement on Form S-4, as amended, filed by NMP, Inc. with the SEC, which is available on the SEC's Web site and the Company's Web site at [www.pinnacor.com](http://www.pinnacor.com) under the section entitled "Investor Relations". MarketWatch.com and Pinnacor also intend to mail to their respective stockholders a joint proxy statement/prospectus and other relevant materials in connection with the Merger. Security holders of MarketWatch.com and Pinnacor are urged to read the joint proxy statement/prospectus and the other relevant materials when they become available before making any voting or investment decisions with respect to the Merger because the materials will contain important information about MarketWatch.com, Pinnacor and the Merger. The joint proxy statement/prospectus and other relevant materials (when they become available), and any other documents filed by MarketWatch.com and Pinnacor with the SEC, may be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov).

Both of MarketWatch.com, Larry Kramer, and MarketWatch.com's other directors and executive officers on the one hand, and Pinnacor, Kirk Loevner and Pinnacor's other directors and executive officers on the other hand, may be deemed to be participants in the solicitation of proxies of stockholders of MarketWatch.com and Pinnacor in connection with the proposed Merger. Such individuals may have interests in the proposed Merger, including as a result of holding options or shares of MarketWatch.com common stock or Pinnacor common stock, as applicable. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of such individuals in the solicitation by reading the joint proxy statement/prospectus when it becomes available."

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The release contains information about future expectations and plans of Pinnacor's management and prospects of Pinnacor's business that constitute forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. These include statements relating to the expected timetable for completing the proposed MarketWatch.com/Pinnacor transaction, the benefits and synergies of that transaction, future opportunities for the combined company and any other statements about future expectations, benefits, goals, plans or prospects. The words "believe," "expect," "intend," "anticipate," variations of such words, and similar expressions identify forward-looking statements, but their absence

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does not mean that the statement is not forward-looking. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors including, but not limited to, the timely development and market acceptance of new and updated products, our ability to expand our infrastructure (including personnel and computer systems), the effect of competition, the ability of Pinnacor and MarketWatch.com to consummate the proposed transaction, the ability of Pinnacor and MarketWatch.com to successfully integrate our operations and employees, the ability to realize anticipated synergies and cost savings, and the other factors described in our Form 10-K for the year ended December 31, 2002, and Form 10-Q for the quarter ended March 31, 2003. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. Readers are also directed to consider other risks and uncertainties discussed in documents filed by the Company with the Securities and Exchange Commission. Pinnacor undertakes no obligation to update publicly any forward-looking statements to reflect new information, events or circumstances after the date of this release or to reflect the occurrence of unanticipated events.

PINNACOR INC.

CONSOLIDATED STATEMENTS OF OPERATIONS-UNAUDITED

For the Three and Nine Months Ended September 30, 2003 and 2002

	Three Months Ended	
	September 30, 2003	Septemb 30, 2002
	(in thousands)	
REVENUES		
Net revenue	\$ 8,346	\$ 8,051
OPERATING EXPENSES		
Cost of services	2,821	2,719
Research and development	1,805	1,760
Sales and marketing	1,452	1,973
General and administrative (1)	2,587	1,513
Depreciation and amortization (2)	703	906
Stock-based compensation (3)	7	33
Restructuring and asset abandonment charge (4)	--	(2,183)
Total operating expenses	9,375	6,721
OPERATING INCOME (LOSS)	(1,029)	1,330

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OTHER INCOME (EXPENSE):		
Interest income		
	248	399
Interest expense	(37)	(59)
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Total other income, net	211	340
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NET INCOME (LOSS)	(818)	1,670
Basic net income (loss) per common share applicable to common stockholders	\$ (0.02)	\$ 0.04
Diluted net income (loss) per common share applicable to common stockholders	\$ (0.02)	\$ 0.04
Basic weighted-average number of shares of common stock outstanding	40,584	42,755
Effect of dilutive stock options and restricted stock	--	71
Diluted weighted-average number of shares of common stock outstanding	40,584	42,826
Basic net income (loss) per common share applicable to common stockholders	\$ (818)	\$ 1,670
Amortization of identifiable intangible assets included in depreciation and amortization	119	79
Stock-based compensation	7	33
Restructuring and asset abandonment charges	--	(2,183)
Transaction related costs	1,023	--
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Basic net income (loss) per common share applicable to common stockholders, as adjusted	\$ 331	\$ (401)
Basic net loss per common share applicable to common stockholders, as adjusted	\$ 0.01	\$ (0.01)
EBITDA, as adjusted (A), calculated as follows:		
Operating income (loss)	\$ (1,029)	\$ 1,330
Depreciation and amortization	703	906
Stock-based compensation	7	33
Restructuring and asset abandonment charge	--	(2,183)
Transaction related costs	1,023	--
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EBITDA, as adjusted	\$ 704	\$ 86

(A) EBITDA, as adjusted, is defined by the Company as earnings before interest, income taxes, depreciation, amortization, stock-based compensation, restructuring and asset abandonment charges and transaction related charges. EBITDA, as adjusted, should be considered in addition to, not as a substitute for or superior to, income from operations, net income, net income per share, cash flows, or other measures of financial performance prepared in accordance with generally

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accepted accounting principles. We believe that EBITDA, as adjusted, provides useful information regarding the ongoing operations of the Company, as it excludes the effects of interest, income taxes, depreciation, amortization, stock-based compensation, restructuring and asset abandonment charges and transaction related charges which are costs not directly attributable to the underlying performance of the business.

Pinnacor Inc.  
Consolidated Balance Sheets  
(in thousands)

	September 30, 2003
	(unaudited)
<b>ASSETS</b>	
Current Assets:	
Cash and cash equivalents	\$ 29,041
Marketable securities	18,691
Accounts receivable, net	4,262
Prepaid expenses	1,865
	53,859
Total current assets	53,859
Property and equipment, net of accumulated depreciation and amortization	4,531
Goodwill	34,888
Other intangible assets, net of accumulated amortization	1,946
Other assets	612
	95,836
Total Assets	\$ 95,836
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>	
Current Liabilities:	
Accounts payable and accrued expenses	\$ 5,445
Current portion of capital lease obligations	1,059
Accrued restructuring and other expenses	551
Deferred revenue	4,869
	11,924
Total current liabilities	11,924
NONCURRENT LIABILITIES:	
Capital lease obligations, less current portion	418
	418
Total liabilities	12,342
<b>STOCKHOLDERS' EQUITY</b>	

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Common stock, \$0.01 par value, 100,000,000 shares authorized and 45,310,095 and 44,848,386 issued and 40,885,316 and 40,539,207 outstanding at September 30, 2003 and December 31, 2002	453
Additional paid-in capital	225,593
Treasury stock, 4,424,779 and 4,309,179 shares at September 30, 2003 and December 31, 2002, respectively, at cost	(4,301)
Warrants	1,708
Deferred compensation	(316)
Accumulated other comprehensive income	156
Accumulated deficit	(139,799)
Total stockholders' equity	83,494
Total Liabilities and Stockholders' Equity	\$ 95,836

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