

INFINITY BROADCASTING CORP /DE/
Form SC 13D/A
January 12, 2001

S&S DRAFT
01/11/01

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 3)

Infinity Broadcasting Corporation

(Name of Issuer)

Class A Common Stock, Par Value \$.01 per share

(Title of Class of Securities)

456-62S-10-2
(CUSIP Number)

Sumner M. Redstone
National Amusements, Inc.
200 Elm Street
Dedham, Massachusetts 02026
Telephone: (781) 461-1600

with a copy to:
Michael D. Fricklas, Esq.
Viacom Inc.
1515 Broadway
New York, New York 10036
Telephone: (212) 258-6000

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

January 4, 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 that is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), ss. 240.13d-1(f) or ss. 240.13d-1(g), check the following box. [__]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and

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for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 456-62S-10-2

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SCHEDULE 13D/A

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
SUMNER M. REDSTONE
S.S. NO. 026-24-2929

2 Check the Appropriate Box if a Member of a Group:
(a) []
(b) []

3 SEC Use Only

4 Source of Funds (See Instructions): 00(1)

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): []

6 Citizenship or Place of Organization: United States

Table with 2 columns: Description and Value. Rows include: NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (7), Sole Voting Power: 0 (8), Shared Voting Power: 777,088,654(2) (9), Sole Dispositive Power: 0 (10), Shared Dispositive Power: 700,000,000 (10)

11 Aggregate Amount Beneficially Owned by Each Reporting Person: 777,088,654(2)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): []

13 Percent of Class Represented by Amount in Row (11): 71.3%(3)

14 Type of Reporting Person (See Instructions): IN

1 Pursuant to the Merger (as defined in Item 4), subject to the conditions

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specified in the Merger Agreement (as defined in Item 4), Viacom Inc. will acquire all of the outstanding Class A Shares (as defined in Item 1), in exchange for shares of Class B Common Stock, par value \$.01 per share, of Viacom Inc.

- 2 Includes 700,000,000 Class B Shares (as defined in Item 1) beneficially owned by the Reporting Persons and 77,088,654 Class A Shares which may be deemed to be beneficially owned by the Reporting Persons as a result of the Voting Agreement (as defined in Item 4).
- 3 64.2% is attributable to the 700,000,000 Class B Shares beneficially owned by the Reporting Persons and 7.1% is attributable to the 77,088,654 Class A Shares which may be deemed to be beneficially owned by the Reporting Persons as a result of the Voting Agreement. As the Class B Shares carry five votes per share, the Reporting Persons effectively have 90.0% of the voting power with respect to matters other than those governed by the Voting Agreement.

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SCHEDULE 13D/A

 1 Name of Reporting Person
 S.S. or I.R.S. Identification No. of Above Person

 CBS Broadcasting Inc.
 I.R.S. No. 13-0590730

2 Check the Appropriate Box if a Member of a Group:

 (a)
 (b)

3 SEC Use Only

4 Source of Funds (See Instructions): 00(1)

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization: New York

| | | |
|-------------------------------------------------------------------|----|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | Sole Voting Power: 0 |
| | 8 | Shared Voting Power: 777,088,654(2) |
| | 9 | Sole Dispositive Power: 0 |
| | 10 | Shared Dispositive Power: 700,000,000 |

11 Aggregate Amount Beneficially Owned by Each Reporting Person:
 777,088,654(2)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

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13 Percent of Class Represented by Amount in Row (11):
71.3%(3)

14 Type of Reporting Person (See Instructions): CO

- 1 Pursuant to the Merger (as defined in Item 4), subject to the conditions specified in the Merger Agreement (as defined in Item 4), Viacom Inc. will acquire all of the outstanding Class A Shares (as defined in Item 1), in exchange for shares of Class B Common Stock, par value \$.01 per share, of Viacom Inc.
- 2 Includes 700,000,000 Class B Shares (as defined in Item 1) beneficially owned by the Reporting Persons and 77,088,654 Class A Shares which may be deemed to be beneficially owned by the Reporting Persons as a result of the Voting Agreement (as defined in Item 4).
- 3 64.2% is attributable to the 700,000,000 Class B Shares beneficially owned by the Reporting Persons and 7.1% is attributable to the 77,088,654 Class A Shares which may be deemed to be beneficially owned by the Reporting Persons as a result of the Voting Agreement. As the Class B Shares carry five votes per share, the Reporting Persons effectively have 90.0% of the voting power with respect to matters other than those governed by the Voting Agreement.

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This Amendment No. 3 (this "Amendment") amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on May 15, 2000, as amended by Amendment No. 1 and Amendment No. 2 thereto (as so amended, the "Schedule 13D"), by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), Viacom Inc. ("Viacom"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI") and CBS Broadcasting Inc. ("CBSBI") (collectively, the "Reporting Persons"). This Amendment is filed with respect to the Class A Common Stock, \$.01 par value per share (the "Class A Shares"), of Infinity Broadcasting Corporation, a Delaware corporation (the "Issuer"). Capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

Item 1. Security and Issuer

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

"The class of equity securities to which this Statement on Schedule 13D relates is the Class A Common Stock, par value \$.01 per share (the "Class A Shares"), of Infinity Broadcasting Corporation (the "Issuer"), a Delaware corporation, with its principal executive office located at 40 West 57th Street, New York, NY 10019, by virtue of (1) the Reporting Persons' (as defined in Item 2) ownership of the Issuer's Class B Common Stock, par value \$.01 per share (the "Class B Shares"; together with the Class A Shares, the "Common Shares"), which are convertible into Class A Shares on a one-for-one basis under certain circumstances, and (2) the Voting Agreement (as defined in Item 4), pursuant to which the Reporting Persons may be deemed to be the beneficial owners of the Class A Shares subject to such agreement. The Class A Shares carry one vote per share and the Class B Shares carry five votes per share."

Item 2. Identity and Background

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

"This Statement is filed by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), Viacom Inc. ("Viacom"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI") and CBS Broadcasting Inc. ("CBSBI") (collectively, the "Reporting Persons").

CBSBI, a New York corporation, has its principal executive offices at 51 West 52nd Street, New York, New York 10019. CBSBI's principal business is the CBS television network, radio and television broadcasting, and outdoor advertising. 100% of the issued and outstanding stock of CBSBI is owned by W/CBS HCI.

W/CBS HCI, a Delaware corporation, has its principal office at 51 West 52nd Street, New York, New York 10019. W/CBS HCI's principal business is cable television transmission and production services. 100% of the issued and outstanding stock of W/CBS HCI is owned by Viacom.

Viacom, a Delaware corporation, has its principal executive offices at 1515 Broadway, New York, New York 10036 and is a diversified entertainment and communications company. At December 29, 2000, approximately 68.1% of Viacom's voting Class A Common

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Stock, par value \$.01 per share, and approximately 13.2% (on a combined basis) of Viacom's Class A Common Stock and non-voting Class B Common Stock, par value \$.01 per share, was owned by NAIRI.

NAIRI, a Delaware corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026 and is a company owning and operating movie theaters in the United States whose main asset is its shares of Viacom Class A Common Stock and Class B Common Stock.

NAI, a Maryland corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026. NAI's principal businesses are owning and operating movie theaters in the United States, the United Kingdom and South America and holding the common stock of NAIRI. 66-2/3% of the issued and outstanding shares of capital stock of NAI are beneficially owned by Mr. Sumner M. Redstone, as trustee of a trust owning such shares.

Sumner M. Redstone is an individual whose business address is c/o National Amusements, Inc., 200 Elm Street, Dedham, Massachusetts 02026. Mr. Redstone's principal occupation is Chairman of the Board and Chief Executive Officer of NAI, Chairman and President of NAIRI, and Chairman of the Board and Chief Executive Officer of Viacom Inc. Mr. Redstone is also a director of the Issuer.

The executive officers and directors of CBSBI, W/CBS HCI, Viacom, NAIRI and NAI are set forth on Schedules I through V attached hereto, containing the following information with respect to each such person:

- (a) Name;
- (b) Residence or business address; and
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or

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other organization in which such employment is conducted.

During the last five years, neither of the Reporting Persons nor any person named in any of Schedules I through V attached hereto has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding 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.

Except for Jan Leschly, who is a Danish citizen, all of the directors of CBSBI, W/CBS HCI, Viacom, NAIRI and NAI, including Mr. Sumner M. Redstone, are citizens of the United States."

Item 4. Purpose of Transaction

Item 4 is hereby amended and restated in its entirety to read as follows:

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"The Issuer's Class B Shares were acquired by the Reporting Persons, other than CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS, of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000. The Reporting Persons may, at any time and from time to time, purchase additional Common Shares of the Issuer and may dispose of any and all Common Shares of the Issuer held by them.

On October 30, 2000, Viacom, IBC Merger Corp., a Delaware corporation and a direct wholly owned subsidiary of Viacom ("Merger Sub"), and the Issuer entered into a definitive agreement and plan of merger (the "Merger Agreement") pursuant to which the Issuer will merge with and into Merger Sub (the "Merger") and Viacom will acquire all the issued and outstanding Class A Shares not currently owned by Viacom. In the Merger, each outstanding Class A Share will be converted into the right to receive 0.592 of a share of Viacom Class B Common Stock, par value \$.01 per share.

On January 5, 2001, Viacom and the Issuer announced that Infinity would hold a meeting of its stockholders to seek approval of the Merger by the Issuer's minority stockholders, and that Viacom had entered into a voting agreement dated as of January 4, 2001 (the "Voting Agreement") with two stockholders of the Issuer, William S. Levine and Arturo Moreno. Pursuant to the Voting Agreement, Messrs. Levine and Moreno have agreed to vote their Class A Shares in favor of the Merger Agreement, the Merger and any actions required in furtherance thereof. At its stockholders meeting, Infinity will seek approval of the Merger by holders of 66 2/3% of the outstanding Common Shares, other than those owned by Viacom or subject to the Voting Agreement.

Viacom anticipates that upon completion of the Merger, Viacom will seek to cause the Class A Shares to be delisted from trading on the New York Stock Exchange and to cause the termination of registration of the Class A Shares pursuant to Section 12 of the Securities and Exchange Act of 1934, as amended (the "Act").

A copy of the Merger Agreement is attached hereto as Exhibit 99.1 and is incorporated by reference herein. A copy of the press release issued by Viacom and the Issuer on October 31, 2000 is attached hereto as Exhibit 99.2.

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A copy of the Voting Agreement is attached hereto as Exhibit 99.3 and is incorporated by reference herein. A copy of the press release issued by Viacom and the Issuer on January 5, 2001 is attached hereto as Exhibit 99.4.

Other than as set forth herein, the Reporting Persons have no current plan or proposal which relates to, or would result in, any of the actions enumerated in subparagraphs (a) through (j) of Item 4 of Schedule 13D."

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

"(a) and (b) CBSBI is the owner, with shared dispositive and voting power, of 700,000,000 Class B Shares, or approximately 64.2% of the Issuer's issued and outstanding Common Shares and 90.0% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of September 30, 2000).

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W/CBS HCI is currently the beneficial owner, with shared dispositive and voting power of 700,000,000 Class B Shares, or approximately 64.2% of the Issuer's issued and outstanding Common Shares and 90.0% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of September 30, 2000).

Viacom is currently the beneficial owner, with shared dispositive and voting power, of 700,000,000 Class B Shares, or approximately 64.2% of the Issuer's issued and outstanding Common Shares and 90.0% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of September 30, 2000).

NAIRI is currently the beneficial owner, with shared dispositive and voting power, of 700,000,000 Class B Shares, or approximately 64.2% of the Issuer's issued and outstanding Common Shares and 90.0% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of September 30, 2000).

NAI is currently the beneficial owner, with shared dispositive and voting power, of 700,000,000 Class B Shares, or approximately 64.2% of the Issuer's issued and outstanding Common Shares and 90.0% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of September 30, 2000).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of 700,000,000 Class B Shares of the Issuer, or approximately 64.2% of the Issuer's issued and outstanding Common Shares and 90.0% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of September 30, 2000).

In addition to the foregoing, as a result of the Voting Agreement, each of the Reporting Persons may be deemed the beneficial owner of up to 77,088,654 Class A Shares of the Issuer, or approximately 7.1% of the Issuer's issued and outstanding Common Shares and 2.0% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of September 30, 2000).

Mel Karmazin, Chairman, President and Chief Executive Officer of the Issuer and President and Chief Operating Officer of Viacom, beneficially

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owns, and has sole voting and dispositive power over, 389,100 shares (less than 1%) of the Issuer's Class A Shares, including 338,888 shares underlying stock options exercisable within 60 days of January 4, 2001.

Fredric G. Reynolds, Executive Vice President and Chief Financial Officer of Viacom, beneficially owns 48,506 shares (less than 1%) of the Issuer's Class A Shares, including (i) 45,000 shares held by The Reynolds LAJADESH Foundation, of which Mr. Reynolds is co-trustee with his wife, over which Mr. Reynolds and his wife share voting and dispositive power, but have no pecuniary interest, and (ii) 3,506 shares over which Mr. Reynolds has sole voting and dispositive power.

Leslie Moonves, President and Chief Executive Officer of CBS Television, beneficially owns, and has sole voting and dispositive power over, 30,000 shares (less than 1%) of the Issuer's Class A Shares.

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Martin D. Franks, Senior Vice President of Viacom Inc. and Executive Vice President of CBS Television, beneficially owns, and has sole voting and dispositive power over, 14,500 shares (less than 1%) of the Issuer's Class A Shares.

Robert G. Freedline, Vice President, Treasurer of Viacom Inc., beneficially owns, and has shared voting and dispositive power with his wife over, 1,000 shares (less than 1%) of the Issuer's Class A Shares.

George H. Conrades, a Director of Viacom and the Issuer, beneficially owns, and has sole voting and dispositive power over, 23,537 shares (less than 1%) of the Issuer's Class A Shares, including 3,537 shares underlying stock options exercisable within 60 days of January 4, 2001.

William H. Gray III, a Director of Viacom, beneficially owns, and has sole voting and dispositive power over, 1,000 shares (less than 1%) of the Issuer's Class A Shares.

Jan Leschly, a Director of Viacom, beneficially owns, and has sole voting and dispositive power over, 15,000 shares (less than 1%) of the Issuer's Class A Shares.

David T. McLaughlin, a Director of Viacom and the Issuer, beneficially owns, and has sole voting and dispositive power over, 1,835 shares (less than 1%) of the Issuer's Class A Shares, including 385 shares underlying stock options exercisable within 60 days of January 4, 2001.

Robert Walter, a Director of Viacom and the Issuer, beneficially owns, and has sole voting and dispositive power over, 23,537 shares (less than 1%) of the Issuer's Class A Shares, including 3,357 shares underlying stock options exercisable within 60 days of January 4, 2001.

(c) On December 27, 2000, Fredric Reynolds gifted 45,000 shares of directly held Class A Shares to The Reynolds LAJADESH Foundation. The closing price for the Issuer's Class A Shares on December 27, 2000 was \$27.25 per share.

(d) None.

(e) N/A"

Item 7. Material to be filed as Exhibits

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- 99.3 Voting Agreement between Viacom Inc. and the individuals set forth on Schedule I thereto, dated as of January 4, 2001.
- 99.4 Press Release issued by Viacom Inc. and Infinity Broadcasting Corporation on January 5, 2001.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(k)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

Dated: January 12, 2001

/s/ Sumner M. Redstone

Sumner M. Redstone,
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone

Name: Sumner M. Redstone
Title: Chairman and Chief
Executive Officer

NAIRI, Inc.

By: /s/ Sumner M. Redstone

Name: Sumner M. Redstone
Title: Chairman and President

Viacom Inc.

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Executive Vice President,
General Counsel and
Secretary

Westinghouse/CBS Holding
Company, Inc.

By: /s/ Angeline C. Straka

Name: Angeline C. Straka
Title: Vice President and Secretary

CBS Broadcasting Inc.

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By: /s/ Angeline C. Straka

 Name: Angeline C. Straka
 Title: Vice President and Secretary

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Exhibit Index

| Exhibit No. ----- | Description ----- |
|----------------------|------------------------------------------------------------------------------------------------------------------------|
| 99.3 | Voting Agreement between Viacom Inc. and the individuals set forth on Schedule I thereto, dated as of January 4, 2001. |
| 99.4 | Press Release issued by Viacom Inc. and Infinity Broadcasting Corporation on January 5, 2001. |

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SCHEDULE I

CBS BROADCASTING INC.

 EXECUTIVE OFFICERS

| Name ----- | Business or Residence Address ----- | Principal Occupation or Employment ----- | Name Corp Orga ----- |
|--------------------|------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| Mel Karmazin | Viacom Inc. 1515 Broadway New York, NY 10036 | President and Chief Operating Officer of Viacom Inc.; Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation | Viacom 1515 Br New Yor Infinite Corpora 40 West York, N |
| Louis J. Briskman* | CBS Broadcasting Inc. 51 W. 52nd Street New York, NY 10019 | Executive Vice President and General Counsel of CBS Television | CBS Bro 51 W. 5 New Yor |
| Leslie Moonves | CBS Television 7800 Beverly Blvd. Suite 343 | President and Chief Executive Officer of CBS Television | CBS Tel 7800 Be Los Ang |

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Los Angeles, CA 90036

| | | | |
|----------------------|----------------------------------------------------|------------------------------------------------------------------------------|------------------------------|
| Fredric G. Reynolds* | Viacom Inc. 1515 Broadway New York, NY 10036 | Executive Vice President and Chief Financial Officer of Viacom Inc. | Viacom 1515 Br New Yor |
| Michael D. Fricklas* | Viacom Inc. 1515 Broadway New York, NY 10036 | Executive Vice President, General Counsel and Secretary of Viacom Inc. | Viacom 1515 Br New Yor |

*Also a Director

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SCHEDULE II

WESTINGHOUSE CBS HOLDING COMPANY, INC.

EXECUTIVE OFFICERS

| Name | Business or Residence Address | Principal Occupation or Employment | Name an Corpora Organiz Employe |
|----------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| Mel Karmazin | Viacom Inc. 1515 Broadway New York, NY 10036 | President and Chief Operating Officer of Viacom Inc.; Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation | Viacom 1515 Br New Yor Infinite Corpora 40 West New Yor |
| Louis J. Briskman* | CBS Broadcasting Inc. 51 W. 52nd Street New York, NY 10019 | Executive Vice President and General Counsel of CBS Television | CBS Bro 51 W. 5 New Yor |
| Leslie Moonves | CBS Television 7800 Beverly Blvd. Suite 343 Los Angeles, CA 90036 | President and Chief Executive Officer of CBS Television | CBS Tel 7800 Be Los Ang |
| Fredric G. Reynolds* | Viacom Inc. 1515 Broadway New York, NY 10036 | Executive Vice President and Chief Financial Officer of Viacom Inc. | Viacom 1515 Br New Yor |
| Michael D. Fricklas* | Viacom Inc. 1515 Broadway New York, NY 10036 | Executive Vice President, General Counsel and Secretary of Viacom Inc. | Viacom 1515 Br New Yor |

*Also a Director

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SCHEDULE III

VIACOM INC.

EXECUTIVE OFFICERS

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation, Organization or Employer |
|---------------------|-----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|
| Sumner M. Redstone* | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc.; Chairman of the Board and Chief Executive Officer of Viacom Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 Viacom Inc. 1515 Broadway New York, NY 10036 |
| Mel Karmazin* | Viacom Inc. 1515 Broadway New York, NY 10036 | President and Chief Operating Officer of Viacom Inc.; Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation | Viacom Inc. 1515 Broadway New York, NY 10036 Infinity Broadcasting Corporation 40 West 67th Street New York, NY 10023 |
| Michael D. Fricklas | Viacom Inc. 1515 Broadway New York, NY 10036 | Executive Vice President, General Counsel and Secretary of Viacom Inc. | Viacom Inc. 1515 Broadway New York, NY 10036 |
| Susan C. Gordon | Viacom Inc. 1515 Broadway New York, NY 10036 | Vice President, Controller, Chief Accounting Officer of Viacom Inc. | Viacom Inc. 1515 Broadway New York, NY 10036 |

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|---------------------|----------------------------------------------------|-------------------------------------------------------------------------------------------|------------------------------|
| Carl D. Folta | Viacom Inc. 1515 Broadway New York, NY 10036 | Senior Vice President, Corporate Relations of Viacom Inc. | Viacom 1515 Br New Yor |
| Martin D. Franks | Viacom Inc. 1515 Broadway New York, NY 10036 | Senior Vice President of Viacom Inc.; Executive Vice President of CBS Television | Viacom 1515 Br New Yor |
| Robert G. Freedline | Viacom Inc. 1515 Broadway New York, NY 10036 | Vice President, Treasurer of Viacom Inc. | Viacom 1515 Br New Yor |
| Carol A. Melton | Viacom Inc. 1515 Broadway New York, NY 10036 | Senior Vice President, Government Affairs, of Viacom Inc. | Viacom 1515 Br New Yor |
| William A. Roskin | Viacom Inc. 1515 Broadway New York, NY 10036 | Senior Vice President, Human Resources and Administration of Viacom Inc. | Viacom 1515 Br New Yor |
| Fredric G. Reynolds | Viacom Inc. 1515 Broadway New York, NY 10036 | Executive Vice President, Chief Financial Officer of Viacom Inc. | Viacom 1515 Br New Yor |
| Martin Shea | Viacom Inc. 1515 Broadway New York, NY 10036 | Senior Vice President, Investor Relations of Viacom Inc. | Viacom 1515 Br New Yor |

*Also a Director

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SCHEDULE III (continued)

DIRECTORS

| Name | Business or Residence Address | Principal Occupation or Employment | Name an Corpora Organiz Employe |
|-------------------|-----------------------------------------------------------|---------------------------------------|------------------------------------------|
| George S. Abrams | Winer & Abrams 60 State Street Boston, MA 02109 | Attorney | Winer & 60 Stat Boston, |
| David R. Andelman | Lourie & Cutler PC 60 State Street Boston, MA 02109 | Attorney | Lourie 60 Stat Boston, |

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| | | | |
|---------------------|----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-----------------------------------------------------|
| George H. Conrades | AKAMAI Technologies 500 Technology Square, 5th Floor Cambridge, MA 02139 | Chairman and Chief Executive Officer of AKAMAI Technologies | AKAMAI 500 Tec Floor Cambrid |
| Philippe P. Dauman | DND Capital Partners, LLC 9 West 57th Street, Suite 4615 New York, NY 10019 | Director of Viacom Inc. and Co-Chairman and CEO of DND Capital Partners, LLC | DND Cap 9 West 4615 New Yor |
| William H. Gray III | The College Fund/UNCF 8260 Willow Oaks Corporate Drive Fairfax, VA 22031 | President and Chief Executive Officer of The College Fund/UNCF | The Col 8260 Wi Corpora Fairfax |
| Jan Leschly | Care Capital LLC Princeton Overlook 100 Overlook Center and Route 1, Suite 102 Princeton, NJ 08542 | Chairman and CEO of Care Capital LLC | Care Ca Princet 100 Ove Route 1 Princet |
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| David T. McLaughlin | Orion Safety Products The Gallery, Suite 205 46 Newport Road New London, NH 03257 | Chairman and Chief Executive Officer of Orion Safety Products | Orion S The Gal 46 Newp New Lon |
| Ken Miller | Credit Suisse First Boston Corporation 11 Madison Avenue - 25th Floor New York, NY 10010 | Vice Chairman of C.S. First Boston | Credit Corpora 11 Madi Floor New Yor |
| Leslie Moonves | CBS Television 7800 Beverly Blvd. Suite 343 Los Angeles, CA 90036 | President and Chief Executive Officer of CBS Television | CBS Tel 7800 Be Los Ang |
| Brent D. Redstone | c/o Showtime Networks Inc. 1633 Broadway New York, NY 10019 | Director of National Amusements, Inc. | Nationa 200 Elm Dedham, |
| Shari Redstone | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. | Nationa 200 Elm Dedham, |
| Fredric V. Salerno | Verizon Communications Inc. 1095 Avenue of the Americas, 39th Floor New York, NY 10036 | Vice Chairman and CFO of Verizon Communications Inc. | Verizon 1095 Av New Yor |
| William Schwartz | Cadwalader, Wickersham & | Attorney | Cadwala |

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| | | | |
|-----------------|----------------------------------------------------------------------------------------------|----------------------|----------------------------------------------------------------------------------------------|
| | Taft 100 Maiden Lane, Suite 1222 New York, NY 10038 | | Taft 100 Maiden Lane, Suite 1222 New York, NY 10038 |
| Ivan Seidenberg | Verizon Communications Inc. 1095 Avenue of the Americas, 39th Floor New York, NY 10036 | President and Co-CEO | Verizon Communications Inc. 1095 Avenue of the Americas, 39th Floor New York, NY 10036 |

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| | | | |
|------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------------------------|
| Patty Stonesifer | Bill and Melinda Gates Foundation 1551 Eastlake Ave. East Seattle, WA 98102 | Co-Chair and President of Bill and Melinda Gates Foundation | Bill and Melinda Gates Foundation 1551 Eastlake Ave. East Seattle, WA 98102 |
| Robert D. Walter | Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017 | Chairman and Chief Executive Officer of Cardinal Health, Inc. | Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017 |

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SCHEDULE IV

NAIRI, INC.

EXECUTIVE OFFICERS

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation, Organization or Employer |
|---------------------|-----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
| Sumner M. Redstone* | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc.; Chairman of the Board and Chief Executive Officer of Viacom Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 Viacom Inc. 1515 Broadway New York, NY 10036 |
| Shari Redstone* | National Amusements, Inc. | President of National Amusements, Inc. | National Amusements, Inc. |

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| | | | |
|-----------------|-----------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------|
| | 200 Elm Street Dedham, MA 02026 | Amusements, Inc. and Executive Vice President of NAIRI, Inc. | 200 Elm Dedham, |
| Jerome Magner | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Vice President and Treasurer of National Amusements, Inc. and NAIRI, Inc. | Nationa 200 Elm Dedham, |
| Richard Sherman | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Vice President of National Amusements, Inc. and NAIRI, Inc. | Nationa 200 Elm Dedham, |

*Also a Director

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SCHEDULE V

NATIONAL AMUSEMENTS, INC.

EXECUTIVE OFFICERS

| Name | Business or Residence Address | Principal Occupation or Employment | Name an Corpora Organiz Employe |
|---------------------|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| Sumner M. Redstone* | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc.; Chairman of the Board and Chief Executive Officer of Viacom Inc. | Nationa 200 Elm Dedham, Viacom 1515 Br New Yor |
| Shari Redstone* | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. | Nationa 200 Elm Dedham, |
| Jerome Magner | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | VP and Treasurer of National Amusements, Inc., and NAIRI, Inc. | Nationa 200 Elm Dedham, |
| Richard Sherman | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Vice President of National Amusements, Inc. and NAIRI, Inc. | Nationa 200 Elm Dedham, |

*Also a Director

SCHEDULE V (continued)

DIRECTORS

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation, Organization or Employer |
|---------------------|-------------------------------------------------------------------|------------------------------------------------------------------------------|-----------------------------------------------------------------|
| George S. Abrams | Winer & Abrams 60 State Street Boston, MA 02109 | Attorney | Winer & Abrams 60 State Street Boston, MA 02109 |
| David R. Andelman | Lourie and Cutler 60 State Street Boston, MA 02109 | Attorney | Lourie and Cutler 60 State Street Boston, MA 02109 |
| Michael D. Fricklas | Viacom Inc. 1515 Broadway New York, NY 10036 | Executive Vice President, General Counsel and Secretary of Viacom Inc. | Viacom Inc. 1515 Broadway New York, NY 10036 |
| Brent D. Redstone | c/o Showtime Networks Inc. 1633 Broadway New York, NY 10019 | Director of National Amusements, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 01917 |