

WESTWOOD ONE INC /DE/
Form SC 13D/A
January 13, 2003

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

SCHEDULE 13D

(Amendment No. 3)

Under the Securities Exchange Act of 1934
WESTWOOD ONE, INC.
(Name of Issuer)

Common Stock, Par Value \$.01 per share
(Title of Class of Securities)

961-815-10-7
(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 2, 2003
(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(b) (3) or (4), check the following box / /.

Check the following box if a fee is being paid with this
statement / /.

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

Page 2 of 21 Pages

CUSIP No. 961-815-10-7

(1) Name of Reporting Person.
I.R.S. Identification No. of Above Person (entities only)

Infinity Network Inc.

I.R.S. Identification No. 52-1859471

(2) Check the Appropriate Box if a Member of Group (See Instructions)

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

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

(6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	16,000,000
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	16,000,000

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 16,000,000

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

(13) Percent of Class Represented by Amount in Row (11) 15.2%

(14) Type of Reporting Person (See Instructions) CO

Page 3 of 21 Pages

CUSIP No. 961-815-10-7

(1) Name of Reporting Person
I.R.S. Identification No. of Above Person (entities only)

Infinity Media Corporation

I.R.S. Identification No. 13-2766282

(2) Check the Appropriate Box if a Member of Group (See

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

Instructions)

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

(5) Check 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

Beneficially (8) Shared Voting Power 16,000,000
Owned by

Each (9) Sole Dispositive Power

Reporting Person (10) Shared Dispositive Power 16,000,000
With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
16,000,000

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

(13) Percent of Class Represented by Amount in Row (11) 15.2%

(14) Type of Reporting Person (See Instructions) CO

Page 4 of 21 Pages

CUSIP No. 961-815-10-7

(1) Name of Reporting Person
I.R.S. Identification No. of Above Person (entities only)

Infinity Broadcasting Corporation

I.R.S. Identification No. 13-4142467

(2) Check the Appropriate Box if a Member of Group (See Instructions)

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

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

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

Each Reporting Person With (9) Sole Dispositive Power

 (10) Shared Dispositive Power 18,000,000*

 (11) Aggregate Amount Beneficially Owned by Each Reporting Person
 18,000,000*

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

 (13) Percent of Class Represented by Amount in Row (11) 16.8%

 (14) Type of Reporting Person (See Instructions) CO

* Includes 2,000,000 shares underlying warrants that may become exercisable in the next 60 days.

Page 6 of 21 Pages

CUSIP No. 961-815-10-7

(1) Name of Reporting Person
 I.R.S. Identification No. of Above Person (entities only)

NAIRI, Inc.

I.R.S Identification No. 04-3446887

(2) Check the Appropriate Box if a Member of Group (See Instructions)

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

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

(6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With (7) Sole Voting Power

 (8) Shared Voting Power 18,000,000*

 (9) Sole Dispositive Power

 (10) Shared Dispositive Power 18,000,000*

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

18,000,000*

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

(13) Percent of Class Represented by Amount in Row (11) 16.8%

(14) Type of Reporting Person (See Instructions) CO

* Includes 2,000,000 shares underlying warrants that may become
 exercisable in the next 60 days.

Page 7 of 21 Pages

CUSIP No. 961-815-10-7

(1) Name of Reporting Person
 I.R.S. Identification No. of Above Person (entities only)

National Amusements, Inc.

I.R.S Identification No. 04-2261332

(2) Check the Appropriate Box if a Member of Group (See
 Instructions)

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

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

(6) Citizenship or Place of Organization Maryland

Number of	(7) Sole Voting Power	
Shares	-----	
Beneficially	(8) Shared Voting Power	18,000,000*
Owned by	-----	
Each	(9) Sole Dispositive Power	
Reporting	-----	
Person	(10) Shared Dispositive Power	18,000,000*
With	-----	

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
 18,000,000*

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

(13) Percent of Class Represented by Amount in Row (11) 16.8%

(14) Type of Reporting Person (See Instructions) CO

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

* Includes 2,000,000 shares underlying warrants that may become exercisable in the next 60 days.

Page 8 of 21 Pages

CUSIP No. 961-815-10-7

(1) Name of Reporting Person
I.R.S. Identification No. of Above Person (entities only)

Sumner M. Redstone

(2) Check the Appropriate Box if a Member of Group (See Instructions)

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

(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

Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	18,000,000*
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	18,000,000*

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 18,000,000*

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

(13) Percent of Class Represented by Amount in Row (11) 16.8%

(14) Type of Reporting Person (See Instructions) IN

* Includes 2,000,000 shares underlying warrants that may become exercisable in the next 60 days.

Item 1. Security and Issuer.

This Amendment No. 3 (the "Amendment") is filed by Infinity Network Inc. ("INI"), Infinity Media Corporation ("IMC"), Infinity Broadcasting Corporation ("IBC" or "Infinity"), Viacom Inc. ("Viacom"), NAIRI, Inc. ("NAIRI"), National Amusements, Inc. ("NAI") and Mr. Sumner M. Redstone ("Mr. Redstone") (collectively, the "Reporting Persons") and amends and supplements the Statement on Schedule 13D originally filed with the Securities and Exchange Commission ("SEC") on May 15, 2000, as amended, with respect to the Common Stock, par value \$.01 per share (the "Common Shares"), of Westwood One, Inc., a Delaware corporation ("Westwood" or the "Issuer") with its principal executive office located at 40 West 57th Street, New York, N.Y. 10019.

Item 2. Identity and Background.

Item 2 is amended as follows:

The executive officers and directors of INI, IMC, IBC, Viacom, NAIRI and NAI, as of December 31, 2002, are set forth on Schedules I through VI attached hereto.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows:

(a) and (b) INI is the direct owner, with shared dispositive and voting power, of 16,000,000 Common Shares, or approximately 15.2% of the Issuer's issued and outstanding shares (based on 105,398,318 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2002).

IMC is the beneficial owner with shared dispositive and voting power, of 16,000,000 Common Shares, or approximately 15.2% of the Issuer's issued and outstanding shares (based on 105,398,318 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2002).

IBC is (i) the direct owner, with shared dispositive and voting power, of 2,000,000 Common Shares underlying two warrants, each for 1,000,000 Common Shares (the "Warrants"), each of which will become exercisable in the next 60 days only if the Issuer's Common Stock trades, with respect to the first warrant, at or above \$56.235, and with respect to the second warrant, at or above \$59.984, on at least 20 out of 30 consecutive trading days during which the national securities exchanges are open for trading ("Trading Days"), and (ii) the beneficial owner with shared dispositive and voting power, of 16,000,000 Common Shares, for a total interest in 18,000,000 Common Shares or 16.8% of the Issuer's issued and outstanding shares (based on 105,398,318 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2002 and assuming full exercise of the Warrants).

Viacom, NAIRI and NAI are each a beneficial owner with

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

shared dispositive and voting power, of 18,000,000 Common Shares, including 2,000,000 Common Shares underlying the Warrants, or approximately 16.8% of the Issuer's issued and outstanding shares (based on 105,398,318 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2002 and assuming full exercise of the Warrants).

Page 10 of 21 Pages

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner, with shared dispositive and voting power of 18,000,000 Common Shares, including 2,000,000 Common Shares underlying the Warrants or approximately 16.8% of the issued and outstanding Common Shares of the Issuer (based on 105,398,318 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2002 and assuming full exercise of the Warrants).

The Reporting Persons are aware that certain of the executive officers and directors of the Reporting Persons, as applicable, own Common Shares of the Issuer and/or hold options to acquire Common Shares of the Issuer. Mr. Mel Karmazin is the beneficial owner of 2,244,200 Common Shares, including 2,192,000 Common Shares underlying currently exercisable stock options (the "Karmazin Options"), or approximately 2.1% of the Issuer's issued and outstanding Common Shares (based on 105,398,318 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2002 and assuming full exercise of the Karmazin Options).

(c) Pursuant to the Management Agreement, dated March 30, 1999, as amended, between IBC and the Issuer, as described in Amendment 2 to this Schedule 13D, on January 2, 2003, IBC received the following two warrants to purchase Common Stock from the Issuer:

* A warrant to purchase 1,000,000 shares of the Issuer's Common Stock at an exercise price of \$43.11. This warrant will become exercisable only if the Issuer's Common Stock reaches a price of \$56.235 on at least 20 out of 30 consecutive Trading Days and has an expiration date of January 2, 2013.

* A warrant to purchase 1,000,000 shares of the Issuer's Common Stock at an exercise price of \$48.36. This warrant will become exercisable only if the Issuer's Common Stock reaches a price of \$59.984 on at least 20 out of 30 consecutive Trading Days and has an expiration date of January 2, 2013.

Item 7. Material to be Filed as Exhibits.

99 Joint Filing Agreement among Infinity Network Inc., Infinity Media Corporation, Infinity Broadcasting Corporation, Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone.

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.

January 13, 2003

Infinity Network, Inc.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Infinity Media Corporation

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Infinity Broadcasting Corporation

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Viacom Inc.

By: /s/ Michael D. Fricklas

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

NAIRI, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and President

National Amusements, Inc.

By: /s/ Sumner M. Redstone

 Sumner M. Redstone
 Chairman and Chief
 Executive Officer

/s/ Sumner M. Redstone

 Sumner M. Redstone
 Individually

Page 12 of 21 Pages

SCHEDULE I

 Name, business address, and present
 principal occupation or employment of
 the directors and executive officers of

Infinity Network, Inc.

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Executive Vice President, General Counsel & Secretary Viacom Inc. 1515 Broadway New York, N.Y. 10036
Robert G. Freedline	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Vice President and Treasurer Viacom Inc. 1515 Broadway New York, N.Y. 10036
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Vice President, Controller & Chief Accounting Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036

Executive Officers

Name	Business Address	Present Principal Occupation and Address of Employment
John Sykes President & CEO	Infinity Broadcasting Corporation	President and Chief Executive Officer Infinity Radio operations

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

	40 West 57th Street New York, N.Y. 10019	Infinity Broadcasting Corporation 40 West 57th Street New York, N.Y. 10019
Michael D. Fricklas EVP & Secretary	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, Secretary & General Counsel Viacom Inc. 1515 Broadway New York, N.Y. 10036
Richard J. Bressler Senior EVP	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. EVP & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036

Page 13 of 21 Pages

Schedule II

Name, business address, and present
principal occupation or employment of
the directors and executive officers of

Infinity Media Corporation

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
-----	-----	-----
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Executive Vice President, General Counsel & Secretary Viacom Inc. 1515 Broadway New York, N.Y. 10036
Robert G. Freedline	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Vice President and Treasurer Viacom Inc. 1515 Broadway New York, N.Y. 10036
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Vice President, Controller & Chief Accounting Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036

Executive Officers

Name	Business Address	Present Principal Occupation and Address of Employment
------	------------------	---

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

John Sykes President & CEO	Infinity Broadcasting Corporation 40 West 57th Street New York, N.Y. 10019	President and Chief Executive Officer Infinity Radio operations Infinity Broadcasting Corporation 40 West 57th Street New York, N.Y. 10019
Michael D. Fricklas EVP & Secretary	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, Secretary & General Counsel Viacom Inc. 1515 Broadway New York, N.Y. 10036
Richard J. Bressler Senior EVP	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. EVP & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036

Page 14 of 21 Pages

Schedule III

Name, business address, and present principal occupation or employment of the directors and executive officers of

Infinity Broadcasting Corporation

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Executive Vice President, General Counsel & Secretary Viacom Inc. 1515 Broadway New York, N.Y. 10036
Robert G. Freedline	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Vice President and Treasurer Viacom Inc. 1515 Broadway New York, N.Y. 10036
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Vice President, Controller & Chief Accounting Officer Viacom Inc. 1515 Broadway

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

New York, N.Y. 10036

Executive Officers

Name	Business Address	Present Principal Occupation and Address of Employment
Mel Karmazin Chairman	Viacom Inc. 1515 Broadway New York, NY 10036	President & Chief Operating Officer Viacom Inc. 40 West 57th Street New York, N.Y. 10019
John Sykes President & CEO	Infinity Broadcasting Corporation 40 West 57th Street New York, N.Y. 10019	Chairman and Chief Executive Officer Infinity Radio Operations Infinity Broadcasting Corporation 40 West 57th Street New York, N.Y. 10019
Michael D. Fricklas EVP & Secretary	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, Secretary & General Counsel Viacom Inc. 1515 Broadway New York, N.Y. 10036
Richard J. Bressler Senior EVP	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. EVP & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036

Page 15 of 21 Pages

SCHEDULE IV

Name, business address, and present principal occupation or employment of the directors and executive officers of

VIACOM INC.

Directors

Name	Business Address	Present Principal Occupation and Address of Employment
George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney Winer & Abrams 60 State Street Boston, MA 02109

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

David Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney Lourie and Cutler 60 State Street Boston, MA 02109
George H. Conrades	AKAMAI Technologies 500 Technology Square Cambridge, MA 02139	Chairman and Chief Executive Officer AKAMAI Technologies 500 Technology Square Cambridge, MA 02139
Philippe P. Dauman	DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019	Co-Chairman and Chief Executive Officer DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019
William H. Gray III	The College Fund/UNCF 8260 Willow Oaks Corporate Drive Fairfax, VA 22031	President and Chief Executive Officer The College Fund/UNCF 8260 Willow Oaks Corporate Drive Fairfax, VA 22031
Mel Karmazin	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc. 1515 Broadway New York, NY 10036
Jan Leschly	Care Capital LLC Princeton Overlook 1 100 Overlook Center and Route, Suite 102 Princeton, NJ 08540	Chairman and CEO Care Capital LLC Princeton Overlook 1 100 Overlook Center and Route, Suite 102 Princeton, NJ 08540
David T. McLaughlin	Orion Safety Products 46 Newport road New London, NH 03257	Chairman and Chief Executive Officer Orion Safety Products Orion Safety Products 46 Newport road New London, NH 03257
Ken Miller	Ken Miller Capital, LLC C/o The Associated Group 650 Madison Avenue 25th Floor New York, N.Y. 10022	President and Chief Executive Officer Ken Miller Capital, LLC c/o The Associated Group 650 Madison Avenue 25th Floor New York, N.Y. 10022

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

SCHEDULE IV
(Continued)

Name, business address, and present principal occupation or employment of the directors and executive officers of

VIACOM INC.

Directors

Name	Business Address	Present Principal Occupation and Address of Employment
Leslie Moonves	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Executive Officer of CBS Television CBS Television 7800 Beverly Blvd. Los Angeles, CA 90036
Brent D. Redstone	c/o Showtime Networks Inc. 1633 Broadway New York, NY 10019	Director, National Amusements, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Sumner M. Redstone	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036
Fredric V. Salerno	400 Westchester Avenue 2nd Floor White Plains, N.Y. 10604	Retired Not applicable
William Schwartz	Cadwalader Wickersham & Taft 100 Maiden Lane New York, N.Y. 10038	Counsel Cadwalader Wickersham & Taft 100 Maiden Lane New York, N.Y. 10038
Ivan Seidenberg	Verizon Communications 1095 Avenue of the Americas New York, NY 10036	President & Chief Executive Officer Verizon Communications 1095 Avenue of the Americas New York, NY 10036

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

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

Page 17 Of 21 Pages

SCHEDULE IV

(Continued)

Name, business address, and present
principal occupation or employment of
the directors and executive officers of

VIACOM INC.

Executive Officers

Name	Business Address	Present Principal Occupation and Address of Employment
------	------------------	--

Sumner M. Redstone Chairman of the Board and Chief Executive Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036
---	--	--

Mel Karmazin President and Chief Operating Officer	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc. 1515 Broadway New York, NY 10036
---	--	--

Richard J. Bressler Senior EVP & Chief Financial Officer	Viacom Inc. 1515 Broadway New York, NY 10	Senior EVP & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
--	---	---

Michael D. Fricklas EVP, General Counsel and Secretary	Viacom Inc. 1515 Broadway New York, NY 10036	EVP, General Counsel and Secretary Viacom Inc. 1515 Broadway New York, NY 10036
--	--	---

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

Susan C. Gordon SVP, Contoller, Chief Accounting Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Controller, Chief Accounting Officer Viacom Inc. 1515 Broadway New York, NY 10036
Carol Melton Senior Vice President, Government Relations	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Government Relations Viacom Inc. 1515 Broadway New York, NY 10036
Carl D. Folta Viacom Inc. 1515 Broadway New York, NY 10036	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Corporate Relations Viacom Inc. 1515 Broadway New York, NY 10036
William A. Roskin Sr. VP, Human Resources and Administration Viacom Inc	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration Viacom Inc. 1515 Broadway New York, NY 10036
Robert G. Freedline Vice President and Treasurer	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Vice President and Treasurer Viacom Inc. 1515 Broadway New York, N.Y. 10036
Martin M. Shea Senior Vice President, Investor Relations	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Investor Relations Viacom Inc. 1515 Broadway New York, NY 10036

Page 18 of 21 Pages

SCHEDULE V

Name, business address, and present
principal occupation or employment of
the directors and executive officers of

NAIRI, INC.

Directors

Name	Business Address	Present Principal Occupation and Address of Employment
George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney Winer & Abrams 60 State Street

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

Boston, MA 02109

David Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney Lourie and Cutler 60 State Street Boston, MA 02109
Philippe P. Dauman	DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019	Co-Chairman and CEO of DND Capital Partners LLC DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019
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 02026
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Sumner M. Redstone	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036

Page 19 of 21 Pages

SCHEDULE V
(Continued)

Name, business address, and present principal occupation or employment of the directors and executive officers of

NAIRI, INC.

Executive Officers

Name	Business Address	Present Principal Occupation and Address of Employment
Sumner M. Redstone Chairman and President	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

Shari Redstone Executive Vice President	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner Vice President and Treasurer	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President and Treasurer of National Amusements, Inc. and NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Richard Sherman Vice President	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Tilly Berman Secretary	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Secretary National Amusements, Inc. 200 Elm Street Dedham, MA 02026

Page 20 of 21 Pages

SCHEDULE VI

Name, business address, and present
principal occupation or employment of
the directors and executive officers of

National Amusements, Inc.

Directors

Name	Business Address	Present Principal Occupation and Address of Employment
George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney Winer & Abrams 60 State Street Boston, MA 02109
David Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney Lourie and Cutler 60 State Street Boston, MA 02109
Philippe P.	DND Capital	Co-Chairman and CEO of DND

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

Dauman	Partners, LLC 9 West 57th St. New York, N.Y. 10019	Capital Partners LLC DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019
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 02026
Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Sumner M. Redstone	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036

Page 21 of 21 Pages

SCHEDULE VI

Name, business address, and present
principal occupation or employment of
the directors and executive officers of

National Amusements, Inc.

Executive Officers

Name	Business Address	Present Principal Occupation and Address of Employment
-----	-----	-----
Sumner M. Redstone Chairman and President	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036
Shari Redstone Executive Vice President	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner	National	Vice President and Treasurer

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

Vice President and Treasurer	Amusements, Inc. 200 Elm Street Dedham, MA 02026	of National Amusements, Inc. and NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Richard Sherman Vice President	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Tilly Berman Secretary	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Secretary National Amusements, Inc. 200 Elm Street Dedham, MA 02026

Exhibit 99.1

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13D, dated May 15, 2000 (the "Schedule 13D"), with respect to the Common Stock, par value \$0.01 per share, of Westwood One, Inc. is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13D and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 28th day of March, 2002.

Infinity Network, Inc.
By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Infinity Media Corporation
By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Infinity Broadcasting Corporation
By: /s/ Michael D. Fricklas

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13D/A

Michael D. Fricklas
Executive Vice President

Viacom Inc.

By: /s/ Michael D. Fricklas

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

NAIRI, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and President

National Amusements, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and Chief
Executive Officer

/s/ Sumner M. Redstone

Sumner M. Redstone
Individually