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WESTWOOD ONE INC /DE/
Form SC 13D
March 24, 2003

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

SCHEDULE 13D

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)

961815107
(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)

May 4, 2000
(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 / /.

CUSIP No. 961815107

(1) Name of Reporting Person

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S.S. or I.R.S. Identification No. of Above Person

SUMNER M. REDSTONE
S.S. No.

(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 | (7) | Sole Voting Power | |
| Beneficially Owned by Each Reporting Person | (8) | Shared Voting Power | 20,000,000* |
| | (9) | Sole Dispositive Power | |
| With | (10) | Shared Dispositive Power | 20,000,000* |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
20,000,000*

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

(13) Percent of Class Represented by Amount in Row (11)
17.3%

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

* Includes 4,000,000 shares underlying currently exercisable warrants.

CUSIP No. 961815107

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

INFINITY NETWORK, INC.
I.R.S No. 52-1859471

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

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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 | 20,000,000* |
| | (9) Sole Dispositive Power | |
| | (10) Shared Dispositive Power | 20,000,000* |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 20,000,000*

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

(13) Percent of Class Represented by Amount in Row (11) 17.3%

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

Item 1. Security and Issuer.

The class of equity securities to which this Statement on Schedule 13D relates is the Common Stock, \$.01 par value per share (the "Common Shares"), of Westwood One, Inc. (the "Issuer"), a Delaware corporation, with its principal executive office located at 40 West 57th Street, New York, New York 10019.

Item 2. Identity and Background.

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"), CBS Broadcasting Inc. ("CBSBI"), Infinity Broadcasting Corporation ("IBC"), Infinity Media Corporation ("IMC"), and Infinity Network, Inc. ("INI") (collectively, the "Reporting Persons").

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INI, a Delaware corporation, has its principal executive office at 40 West 57th Street, New York, New York 10019. INI's principal business is radio broadcasting. 100% of the issued and outstanding stock of INI is owned by IMC.

IMC, a Delaware corporation, has its principal executive office at 40 West 57th Street, New York, New York 10019. IMC's principal businesses are radio broadcasting and outdoor advertising. 100% of the issued and outstanding stock of IMC is owned by IBC.

IBC, a Delaware corporation, has its principal executive office at 40 West 57th Street, New York, New York 10019. IBC's principal businesses are radio broadcasting and outdoor advertising. Approximately 64% of the outstanding stock of IBC is owned by CBSBI.

CBSBI, a New York corporation, has its principal executive offices at 51 West 52nd Street, New York, New York 10019. CBSBI's principal businesses, 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 May 12, 2000, approximately 68% of Viacom's voting Class A Common Stock, par value \$.01 per share, and approximately 13% (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 Rhode Island 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, 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

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the Board and Chief Executive Officer of Viacom Inc.

The executive officers and directors of INI, IMC, IBC, CBSBI, Viacom, NAIRI and NAI are set forth on Schedules I through VIII 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 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 VIII 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 INI, IMC, IBC, CBSBI, W/CBS HCI, Viacom, NAIRI and NAI, including Mr. Sumner M. Redstone, are citizens of the United States.

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

The Issuer's Common Shares were acquired by the Reporting Persons, other than INI, IMC, IBC, CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS Corporation ("CBS") with and into Viacom on May 4, 2000. (IBC was a majority owned subsidiary of CBS Corporation; IMC and INI were and are wholly owned subsidiaries of IBC; CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries of CBS).

Item 4. Purpose of Transaction.

The Issuer's Common Shares were acquired by the Reporting Persons, other than INI, IMC, IBC, CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS with and into Viacom on May 4, 2000. (IBC was a majority owned subsidiary of CBS; IMC and INI were and are wholly owned subsidiaries of IBC; CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries of CBS). 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. Notwithstanding the foregoing, 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.

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(a) and (b) INI is the direct owner of 20,000,000 Common Shares, including 4,000,000 Common Shares underlying currently exercisable warrants (the "Subject Warrants"), or approximately 17.3% of the Issuer's issued and outstanding shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of April 14, 2000 and assuming full exercise of the Subject Warrants).

IMC, IBC, CBSBI, W/CBS HCI, Viacom, NAIRI and NAI are all beneficial owners of, with shared dispositive and voting power, of the Issuer's Common Shares and Subject Warrants owned by INI.

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of 20,000,000 Common Shares, including 4,000,000 Common Shares underlying the Subject Warrants or approximately 17.3% of the issued and outstanding Common Shares of the Issuer (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of April 14, 2000 and assuming full exercise of the Subject Warrants).

Mr. Mel Karmazin is the beneficial owner of 1,700,298 Common Shares, including 100,000 Common Shares underlying currently exercisable stock options, or approximately 1.5% of the Issuer's issued and outstanding Common Shares (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of April 14, 2000).

(c) The Issuer's Common Shares were acquired by the Reporting Persons, other than INI, IMC, IBC, CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS with and into Viacom on May 4, 2000. (IBC was a majority owned indirect subsidiary of CBS; IMC and INI were and are wholly owned subsidiaries of IBC; CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries of CBS).

(d) None.

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None of the Reporting Persons have entered into any, or amended any existing, agreement with respect to the Common Shares or other securities of the Issuer since the prior statement on Schedule 13D, or amendment thereto, that was filed by certain of the Reporting Persons or any predecessor thereof. Viacom, as successor by merger to CBS, has assumed all rights and obligations of CBS.

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(f)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

May 15, 2000

/s/ Sumner M. Redstone

Sumner M. Redstone,
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone,
Chairman and Chief
Executive Officer

NAIRI, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone,
Chairman and President

Viacom Inc.

By: /s/Michael D. Fricklas

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

Westinghouse/CBS Holding
Company, Inc.

By: /s/ Angeline C. Straka

Angeline C. Straka,
Vice President and Secretary

CBS Broadcasting Inc.

By: /s/ Angeline C. Straka

Angeline C. Straka,
Vice President and Secretary

Infinity Broadcasting Corporation

By: /s/ Angeline C. Straka

Angeline C. Straka,
Vice President and
General Counsel

Infinity Media Corporation

By: /s/ Angeline C. Straka

Angeline C. Straka,
Vice President and
General Counsel

Infinity Network, Inc.

By: /s/ Angeline C. Straka

Angeline Straka,
Vice President and
General Counsel

SCHEDULE I

INFINITY NETWORK, INC.

EXECUTIVE OFFICERS

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in which Employed |
|------------------|----------------------------------------------|----------------------------------------------------|----------------------------------------------------------------------------------|
| Mel Karmazin* | Viacom Inc. 1515 Broadway New York, NY | President and Chief Operating Officer Viacom | Chairman, President and Chief Executive Officer of Infinity |

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10036 Inc. Broadcasting Corporation

Daniel R. Mason Infinity Broadcasting Corp.
 c/o First Media Corporation
 10220 River Road
 Potomac, MD 20854 Executive Vice President of Infinity Broadcasting Corp. and President of Infinity Radio Group

Farid Suleman* Infinity Broadcasting Corp.
 40 W. 57th Street
 New York, NY 10019 Executive Vice President, Chief Financial Officer and Treasurer of Infinity Broadcasting Corp.

*Also a director

SCHEDULE II

INFINITY MEDIA CORPORATION

EXECUTIVE OFFICERS

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in which Employed |
|-----------------|-----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| Mel Karmazin* | Viacom Inc. 1515 Broadway New York, NY 10036 | President and Chief Operating Officer Viacom Inc. | Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation |
| Daniel R. Mason | Infinity Broadcasting Corp. c/o First Media Corporation 10220 River Road Potomac, MD 20854 | Executive Vice President of Infinity Broadcasting Corp. and President of Infinity Radio Group | |
| Farid Suleman* | Infinity Broadcasting Corp. 40 W. 57th Street | Executive Vice President, Chief Financial Officer and Treasurer of | |

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New York, NY Infinity
10019 Broadcasting Corp.

*Also a director

SCHEDULE III

INFINITY BROADCASTING CORPORATION

EXECUTIVE OFFICERS

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in which Employed |
|---------------------------|--------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| Mel Karmazin* | Viacom Inc. 1515 Broadway New York, NY 10036 | President and Chief Operating Officer Viacom Inc. | Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation |
| Louis J. Briskman | CBS Television 51 W. 52nd Street New York, NY 10019 | Executive Vice President and General Counsel of CBS Television | |
| Daniel R. Mason | Infinity Broadcasting Corp. c/o First Media Corporation 10220 River Road Potomac, MD 20854 | Executive Vice President of Infinity Broadcasting Corp. and President of Infinity Radio Group | |
| Fredric G. Reynolds | Viacom Inc. 1515 Broadway New York, NY 10036 | Executive Vice President and Chief Financial Officer of Viacom Inc. | |
| Farid Suleman* | Infinity Broadcasting Corp. 40 W. 57th Street New York, NY 10019 | Executive Vice President, Chief Financial Officer and Treasurer of Infinity Broadcasting Corp. | |

*Also a director

SCHEDULE III
(continued)

DIRECTORS

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in which Employed |
|---------------------|-----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| George H. Conrades | AKAMAI Technologies 201 Broadway Cambridge, MA 02139 | Chairman and CEO of AKAMAI Technologies | |
| Bruce S. Gordon | Bell Atlantic 1095 Avenue of the Americas New York, NY 10036 | Group President, Enterprise Business of Bell Atlantic | |
| William S. Levine | 1702 E. Highland Suite 310 Phoenix, AZ 85016 | Owner and an Officer of numerous privately- owned firms and Chairman of Infinity Outdoor | Infinity Outdoor 1702 E. Highland, Suite 310 Phoenix, AZ 85016 |
| David T. McLaughlin | The Gallery 46 Newport Road Suite 205 New London, NH 03257 | Chairman and Chief Executive Officer of Orion Safety Products | Orion Safety Products P.O. Box 1047 Easton, MD 21601 |
| Arturo R. Moreno | Infinity Outdoor 2502 North Black Canyon Highway Phoenix, AZ 85009 | Chief Executive Officer of Infinity Outdoor | |

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|-----------------------|-------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| Sumner M. Redstone | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board and Chief Executive Officer of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; President and Chief Executive Officer of Viacom International Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
|-----------------------|-------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|

| | | | |
|--------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------|--|
| Jeffrey Sherman | Federated Direct 1000 Third Avenue New York, NY 10022 | Chairman and Chief Executive Operating Officer of Federated Direct | |
|--------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------|--|

| | | | |
|---------------------|------------------------------------------------------------------------|------------------------------------------------------------------------|--|
| Robert D. Walter | Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017 | Chairman and Chief Executive Officer of Cardinal Health, Inc. | |
|---------------------|------------------------------------------------------------------------|------------------------------------------------------------------------|--|

SCHEDULE IV

CBS BROADCASTING INC.

EXECUTIVE OFFICERS

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in which Employed |
|------------------|-------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| 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 | Infinity Broadcasting Corporation 40 West 57th Street New York, NY 10019 |

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Louis J. Briskman* CBS Broadcasting Inc.
51 W. 52nd Street
New York, NY 10019
Executive Vice President and General Counsel of CBS Television

Leslie Moonves Viacom Inc.
7800 Beverly Blvd.
Los Angeles, CA 90036
President and Chief Executive Officer of CBS Television
CBS Television
7800 Beverly Blvd.
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.

*Also a director

SCHEDULE V

WESTINGHOUSE CBS HOLDING COMPANY, INC.

EXECUTIVE OFFICERS

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in which Employed |
|--------------------|----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| 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 | Infinity Broadcasting Corporation 40 West 57th Street New York, NY 10019 |
| Louis J. Briskman* | CBS Broadcasting Inc. | Executive Vice President and | |

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51 W. 52nd Street General Counsel of
 New York, NY CBS Television
 10019

| | | | |
|----------------|---------------------------------------------------------------|---------------------------------------------------------|------------------------------------------------------------------|
| Leslie Moonves | Viacom Inc. 7800 Beverly Blvd. Los Angeles, CA 90036 | President and Chief Executive Officer of CBS Television | CBS Television 7800 Beverly Blvd. Los Angeles, CA 90036 |
|----------------|---------------------------------------------------------------|---------------------------------------------------------|------------------------------------------------------------------|

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| Fredric G. Reynolds* | Viacom Inc. 1515 Broadway New York, NY 10036 | Executive Vice President and Chief Financial Officer of Viacom Inc. | |
|----------------------|-------------------------------------------------------|---------------------------------------------------------------------|--|

*Also a director

SCHEDULE VI

VIACOM INC.

EXECUTIVE OFFICERS

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in Which Employed |
|---------------------|-------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| Sumner M. Redstone* | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board and Chief Executive Officer of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; President and Chief Executive Officer of Viacom International Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Mel Karmazin* | Viacom Inc. 1515 Broadway New York, NY 10036 | President and Chief Operating Officer Viacom Inc. and Viacom International Inc. | Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation |

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|---------------------|-------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------|
| Michael D. Fricklas | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, General Counsel and Secretary of Viacom Inc. and of Viacom International Inc. | Viacom International 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. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
|-----------------|-------------------------------------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------|

| | | | |
|-------------------|-------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------------------------------|
| William A. Roskin | Viacom Inc. 1515 Broadway New York, NY 10036 | Sr. VP, Human Resources and Administration of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
|-------------------|-------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------------------------------|

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|------------------|-------------------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------------|
| Fredric Reynolds | Viacom Inc. 1515 Broadway New York, NY 10 | Sr. VP, Chief Financial Officer of Viacom Inc. and Viacom International Inc. | Viacom International Inc. 1515 Broadway New York, NY 10036 |
|------------------|-------------------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------------|

*Also a Director

SCHEDULE VI
(continued)

DIRECTORS

| | | | |
|------------------|-------------------------------------------------------|----------|-------------------------------------------------------|
| George S. Abrams | Winer & Abrams 60 State Street Boston, MA 02109 | Attorney | Winer & Abrams 60 State Street Boston, MA 02109 |
|------------------|-------------------------------------------------------|----------|-------------------------------------------------------|

| | | | |
|--------------------|--------------------------------------------------------------|------------------------------------------------------------|--|
| George H. Conrades | AKAMI Technologies 201 Broadway Cambridge, MA 02139 | Chairman and Chief Executive Officer of AKAMI Technologies | |
|--------------------|--------------------------------------------------------------|------------------------------------------------------------|--|

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|--------------------|-----------------------------------------------|-------------------------------------------------------|--|
| Philippe P. Dauman | 121 East 65th Street New York, NY 10021 | Director of Viacom Inc. and National Amusements, Inc. | |
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Thomas E. 243 Cleft Road Director of Viacom
Dooley Mill Neck, NY Inc.
11937

William H. UNCF President and
Gray III 8260 Willow Oaks Chief Executive
Corporate Drive Officer of The
Fairfax, VA College Fund/UNCF
22031

Jan SmithKline Chief Executive
Leschly Beecham (Retired) of
P.O. Box 7929 SmithKline Beecham
Philadelphia, PA
19101

David T. Orion Safety Chairman and Chief
McLaughlin Products Executive Officer
P.O. Box 2047 of
Easton, MD 21601 Orion Safety
Products

Ken Miller Credit Suisse Vice Chairman of Credit Suisse
First Boston C.S. First Boston First Boston
Corporation Corporation
11 Madison 11 Madison Avenue
Avenue - 22nd 22nd Floor
Floor New York, NY
New York, NY 10010
10010

Leslie Viacom Inc. President and CBS Television
Moonves 1515 Broadway Chief Executive 7800 Beverly Blvd.
New York, NY Officer of CBS Los Angeles, CA
10036 Television 90036

Brent D. c/o Showtime Director of National
Redstone Networks Inc. National Amusements, Inc.
1633 Broadway Amusements, Inc. 200 Elm Street
New York, NY Dedham, MA 02026
10019

Shari National President of National
Redstone Amusements, Inc. National Amusements, Inc.
200 Elm Street Amusements, Inc. 200 Elm Street
Dedham, MA 02026 Dedham, MA 02026

Fredric V. Bell Atlantic Vice Chairman-- Bell Atlantic
Salerno Corporation Finance and Corporation
1095 Avenue of Business 1095 Avenue of the
the Americas Development of Americas
New York, NY Bell Atlantic New York, NY
10036 10036

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|------------------|----------------------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------|
| William Schwartz | Yeshiva University 2495 Amsterdam Avenue New York, NY 10033 | VP for Academic Affairs (chief academic officer) of Yeshiva University | Yeshiva University 2495 Amsterdam Avenue New York, NY 10033 |
|------------------|----------------------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------|

| | | | |
|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| Ivan Seidenberg | Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036 | Chairman of the Board and Chief Executive Officer of Bell Atlantic | Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036 |
|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------------------------|

| | | | |
|------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------|--|
| Patty Stonesifer | Bill and Melinda Gates Foundation 1551 Eastlake Ave. East Seattle, WA 98102 | Co-Chair and President of Bill and Melinda Gates Foundation | |
|------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------|--|

| | | | |
|------------------|------------------------------------------------------------------|---------------------------------------------------------------|--|
| Robert D. Walter | Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017 | Chairman and Chief Executive Officer of Cardinal Health, Inc. | |
|------------------|------------------------------------------------------------------|---------------------------------------------------------------|--|

SCHEDULE VII

NAIRI, INC.

EXECUTIVE OFFICERS

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

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Inc.

 Shari National President of National
 Redstone* Amusements, Inc. National Amusements, Inc.
 200 Elm Street Amusements, Inc. 200 Elm Street
 Dedham, MA 02026 and Executive Vice Dedham, MA 02026
 President of NAIRI,
 Inc.

Jerome National Vice President and National
 Magner Amusements, Inc. Treasurer of Amusements, Inc.
 200 Elm Street National 200 Elm Street
 Dedham, MA 02026 Amusements, Inc. Dedham, MA 02026
 and NAIRI, Inc.

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

*Also a Director

SCHEDULE VIII

NATIONAL AMUSEMENTS, INC.

 EXECUTIVE OFFICERS

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

| | | | |
|--------------------|------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Shari Redstone* | National Amusements, Inc. 200 Elm Street | President of National Amusements, Inc. | National Amusements, Inc. 200 Elm Street |
|--------------------|------------------------------------------------|----------------------------------------------|------------------------------------------------|

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Dedham, MA 02026 and Executive Vice President of NAIRI, Inc. Dedham, MA 02026

Jerome Magner National Amusements, Inc. 200 Elm Street Dedham, MA 02026 VP and Treasurer of National Amusements, Inc., and NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026

Richard Sherman 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

*Also a Director

DIRECTORS

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

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