

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

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

SCHEDULE 13D

(Amendment No. 1)

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)

March 25, 2002
(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 / /.

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CUSIP No. 961-815-10-7

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

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	(7) Sole Voting Power	-----
Shares		
Beneficially	(8) Shared Voting Power	17,000,000*
Owned by		-----
Each	(9) Sole Dispositive Power	-----
Reporting		
Person	(10) Shared Dispositive Power	17,000,000*
With		

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
17,000,000*

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

(13) Percent of Class Represented by Amount in Row (11)
15.8%

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

* Includes 1,000,000 shares underlying currently exercisable warrants.

CUSIP No. 961-815-10-7

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

Infinity Media Corporation

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

(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	17,000,000*
	(9) Sole Dispositive Power	-----
	(10) Shared Dispositive Power	17,000,000*

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
17,000,000*

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

(13) Percent of Class Represented by Amount in Row (11)
15.8%

(14) Type of Reporting Person (See Instructions)

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CO

* Includes 1,000,000 shares underlying currently exercisable warrants.

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CUSIP No. 961-815-10-7

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

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).

(6) Citizenship or Place of Organization Delaware

Number of (7) Sole Voting Power
Shares
Beneficially (8) Shared Voting Power 17,000,000*
Owned by
Each (9) Sole Dispositive Power
Reporting Person (10) Shared Dispositive Power 17,000,000*
With

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(11) Aggregate Amount Beneficially Owned by Each Reporting Person
17,000,000*

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

(13) Percent of Class Represented by Amount in Row (11)
15.8%

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

* Includes 1,000,000 shares underlying currently exercisable
warrants.

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CUSIP No. 961-815-10-7

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

Viacom INC.

I.R.S Identification No. 04-2949533

(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	(7) Sole Voting Power	-----
Shares		
Beneficially	(8) Shared Voting Power	17,000,000*
Owned by		-----
Each	(9) Sole Dispositive Power	

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Reporting Person (10) Shared Dispositive Power 17,000,000*
With

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
17,000,000*

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

(13) Percent of Class Represented by Amount in Row (11)
15.8%

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

* Includes 1,000,000 shares underlying currently exercisable
warrants.

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CUSIP No. 961-815-10-7

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

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).

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(6) Citizenship or Place of Organization Delaware

Number of (7) Sole Voting Power
Shares -----
Beneficially (8) Shared Voting Power 17,000,000*
Owned by -----
Each (9) Sole Dispositive Power
Reporting -----
Person (10) Shared Dispositive Power 17,000,000*
With -----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
17,000,000*

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

(13) Percent of Class Represented by Amount in Row (11)
15.8%

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

* Includes 1,000,000 shares underlying currently exercisable
warrants.

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CUSIP No. 961-815-10-7

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

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

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(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 Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	17,000,000*
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	17,000,000*

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 17,000,000*

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

(13) Percent of Class Represented by Amount in Row (11) 15.8%

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

* Includes 1,000,000 shares underlying currently exercisable warrants.

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CUSIP No. 961-815-10-7

(1) Name of Reporting Person 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	(7) Sole Voting Power	-----
Shares		
Beneficially	(8) Shared Voting Power	17,000,000*
Owned by		-----
Each	(9) Sole Dispositive Power	-----
Reporting		
Person	(10) Shared Dispositive Power	17,000,000*
With		

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
17,000,000*

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

(13) Percent of Class Represented by Amount in Row (11)
15.8%

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

* Includes 1,000,000 shares underlying currently exercisable warrants.

Item 1. Security and Issuer.

This Amendment No. 1 (the "Amendment") hereby

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amends and supplements the Statement on Schedule 13D originally filed with the Securities and Exchange Commission on May 15, 2000 (the "Schedule 13D") by Infinity Network Inc., and others, 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 and restated in its entirety as follows:

This Statement is filed by Infinity Network Inc. ("INI"), Infinity Media Corporation ("IMC"), Infinity Broadcasting Corporation ("IBC"), Viacom Inc. ("Viacom"), NAIRI, Inc. ("NAIRI"), National Amusements, Inc. ("NAI") and Mr. Sumner M. Redstone ("Mr. Redstone") (collectively, the "Reporting Persons").

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. 100% of the outstanding stock of IBC 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 March 22, 2002, approximately 68% of Viacom's voting Class A Common Stock, par value \$.01 per share, and approximately 11% (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. 100% of the issued and outstanding stock of NAIRI is owned by NAI.

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. Sumner M. Redstone is the beneficial owner of 66-2/3% of the issued and outstanding shares of capital stock of NAI as a voting trustee of the Sumner M. Redstone Trust, and is the voting trustee of an additional 16-2/3% of the voting securities

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of NAI, held by the National Amusements, Inc. SER Voting Trust.

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.

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The executive officers and directors of INI, IMC, IBC, Viacom, NAIRI and NAI, as of March 22, 2002, are set forth on Schedules I through VI 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, none of the Reporting Persons or any person named in any of Schedules I through VI 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, each person identified on Schedules I through VI attached hereto is a citizen of the United States.

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 17,000,000 Common Shares, including 1,000,000 Common Shares underlying a currently exercisable warrant (the "Warrant"), or approximately 15.8% of the Issuer's issued and outstanding shares (based on 106,578,966 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2001 and assuming full exercise of the Warrant).

IMC, IBC, Viacom, NAIRI and NAI are each a beneficial owner with shared dispositive and voting power, of 17,000,000 Common Shares, including 1,000,000 Common Shares underlying the Warrant, or approximately 15.8% of the Issuer's issued and outstanding shares (based on 106,578,966 Common Shares reported

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by the Issuer to be issued and outstanding as of October 31, 2001 and assuming full exercise of the Warrant).

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 17,000,000 Common Shares, including 1,000,000 Common Shares underlying the Warrant or approximately 15.8% of the issued and outstanding Common Shares of the Issuer (based on 106,578,966 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2001 and assuming full exercise of the Warrant).

Mr. Mel Karmazin is the beneficial owner of 1,948,200 Common Shares, including 1,896,000 Common Shares underlying currently exercisable stock options (the "Karmazin Options"), or approximately 1.8% of the Issuer's issued and outstanding Common Shares (based on 106,578,966 Common Shares reported by the Issuer to be issued and outstanding as of October 31, 2001 and assuming full exercise of the Karmazin Options).

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(c) On March 25, 2002, the Reporting Persons sold to the Issuer warrants for 1,000,000 Common Shares at \$25.43 per underlying share.

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.

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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.

March 28, 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

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

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SCHEDULE I

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

Infinity Network, Inc.

DIRECTORS

Name and 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 and Business Address	Present Principal Occupation and Address of Employment
John Sykes 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
Daniel R. Mason Infinity Radio 10220 River Road Potomac, MD 20854	President, Infinity Radio 10220 River Road Potomac, MD 20854
Michael D. Fricklas 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 Viacom Inc. 1515 Broadway New York, NY 10036	Sr. EVP & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036

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Schedule II

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

Infinity Media Corporation

DIRECTORS

Name and 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 and Business Address -----	Present Principal Occupation and Address of Employment -----
John Sykes 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
Daniel R. Mason Infinity Radio 10220 River Road Potomac, MD 20854	President, Infinity Radio 10220 River Road Potomac, MD 20854

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Michael D. Fricklas 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 Viacom Inc. 1515 Broadway New York, NY 10036	Sr. EVP & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
---	---

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Schedule III

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

Infinity Broadcasting Corporation

DIRECTORS

Name and 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 and Business Address -----	Present Principal Occupation and Address of Employment -----
Mel Karmazin Viacom Inc. 1515 Broadway New York, N.Y. 10036	Chairman, Infinity Broadcasting Corporation President & Chief Operating Officer Viacom Inc. 40 West 57th Street New York, N.Y. 10019

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John Sykes 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
Daniel R. Mason Infinity Radio 10220 River Road Potomac, MD 20854	President, Infinity Radio 10220 River Road Potomac, MD 20854
Michael D. Fricklas 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 Viacom Inc. 1515 Broadway New York, NY 10036	Sr. EVP & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036

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SCHEDULE IV

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

VIACOM INC.

DIRECTORS

Name and Business Address -----	Present Principal Occupation and Address of Employment -----
David Andelman Lourie and Cutler 60 State Street Boston, MA 02109	Attorney Lourie and Cutler 60 State Street Boston, MA 02109
George S. Abrams Winer & Abrams 60 State Street Boston, MA 02109	Attorney Winer & Abrams 60 State Street Boston, MA 02109
George H. Conrades AKAMAI Technologies 500 Technology Square Cambridge, MA 02139	Chairman and Chief Executive Officer of AKAMAI Technologies AKAMAI Technologies 500 Technology Square Cambridge, MA 02139

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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

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 College Fund/UNCF
8260 Willow Oaks Corporate Drive
Fairfax, VA 22031

Mel Karmazin
Viacom Inc.
1515 Broadway
New York, NY 10036

President & 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
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 of
Orion Safety Products
Orion Safety Products
46 Newport Road
New London, NH 03257

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SCHEDULE IV

(Continued)

VIACOM INC.

DIRECTORS (continued)

Name and Business
Address

Present Principal Occupation and
Address of Employment

Ken Miller
c/o Paul, Weiss, Rifkind,
Wharton & Garrison
1285 Avenue of the Americas
New York, N.Y. 10019

Independent Financial Advisor
c/o Paul, Weiss, Rifkind, Wharton &
Garrison
1285 Avenue of the Americas
New York, N.Y. 10019

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

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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 & CEO, National Amusements, Inc.; Chairman & Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036
Fredric V. Salerno Verizon Communications 1095 Avenue of the Americas New York, NY 10036	Vice Chairman and CFO, Verizon Communications Verizon Communications 1095 Avenue of the Americas New York, NY 10036
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 and Chief Executive Officer of Verizon Communications Verizon Communications 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 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

(continued)

VIACOM INC.

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EXECUTIVE OFFICERS

Name and Business Address	Present Principal Occupation and Address of Employment
Sumner M. Redstone Viacom Inc. 1515 Broadway New York, NY 10036	Chairman & CEO, National Amusements, Inc.; Chairman & Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036
Mel Karmazin Viacom Inc. 1515 Broadway New York, NY 10036	President & Chief Operating Officer Viacom Inc. 1515 Broadway New York, NY 10036
Richard J. Bressler Viacom Inc. 1515 Broadway New York, NY 10	Sr. EVP, Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas Viacom Inc. 1515 Broadway New York, NY 10036	EVP, General Counsel and Secretary Viacom Inc. 1515 Broadway New York, NY 10036
Carl D. Folta Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Corporate Relations Viacom Inc. 1515 Broadway New York, NY 10036
Carol Melton Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Government Relations Viacom Inc. 1515 Broadway New York, NY 10036
William A. Roskin Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, Human Resources and Administration Viacom Inc. 1515 Broadway New York, NY 10036
Martin M. Shea Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Investor Relations Viacom Inc. 1515 Broadway New York, NY 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, NY 10036	Vice President, Controller & Chief Accounting Officer Viacom Inc. 1515 Broadway New York, NY 10036

SCHEDULE V

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

NAIRI, Inc.

DIRECTORS

Name and Business Address -----	Present Principal Occupation and Address of Employment -----
Sumner M. Redstone Viacom Inc. 1515 Broadway New York, NY 10036	Chairman & CEO, National Amusements, Inc.; Chairman & Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036
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

EXECUTIVE OFFICERS

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

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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

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SCHEDULE VI

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

NATIONAL AMUSEMENTS, INC.

DIRECTORS

Name and Business Address -----	Present Principal Occupation and Address of Employment -----
Sumner M. Redstone Viacom Inc. 1515 Broadway New York, NY 10036	Chairman & CEO, National Amusements, Inc.; Chairman & Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036
Shari Redstone National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRA, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
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. Dauman DND Capital Partners, LLC 9 West 57th St.	Co-Chairman and CEO of DND Capital Partners LLC DND Capital Partners, LLC

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New York, N.Y. 10019 9 West 57th St.
New York, N.Y. 10019

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

EXECUTIVE OFFICERS

Name and Business Address -----	Present Principal Occupation and Address of Employment -----
Sumner M. Redstone Viacom Inc. 1515 Broadway New York, NY 10036	Chairman & CEO, National Amusements, Inc.; Chairman & Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036
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
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