

WESTWOOD ONE INC /DE/  
Form SC 13D/A  
March 28, 2002

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

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

---

(6) Citizenship or Place of Organization Maryland

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|   |                               |             |
|---|-------------------------------|-------------|
| 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. 026-24-2929

---

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



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/ / (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       | 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)  
IN

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

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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.  
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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.

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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  
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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<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036 | Executive Vice President, General Counsel & Secretary<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036 |
| Robert G. Freedline<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036 | Vice President and Treasurer<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036                          |
| Susan C. Gordon<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036     | Vice President, Controller & Chief Accounting Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036 |

EXECUTIVE OFFICERS

| Name and Business Address  | Present Principal Occupation and Address of Employment  |
|--|---|
| John Sykes<br>Infinity Broadcasting Corporation<br>40 West 57th Street<br>New York, N.Y. 10019 | Chairman and Chief Executive Officer<br>Infinity Radio operations<br>Infinity Broadcasting Corporation<br>40 West 57th Street<br>New York, N.Y. 10019 |
| Daniel R. Mason<br>Infinity Radio<br>10220 River Road<br>Potomac, MD 20854                     | President, Infinity Radio<br>10220 River Road<br>Potomac, MD 20854  |
| Michael D. Fricklas<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                      | Executive Vice President, Secretary & General Counsel<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036   |
| Richard J. Bressler<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                      | Sr. EVP & Chief Financial Officer<br>Viacom Inc.<br>1515 Broadway<br>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<br>Address  | Present Principal Occupation and<br>Address of Employment  |
|---|--|
| Michael D. Fricklas<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036 | Executive Vice President, General<br>Counsel & Secretary<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036 |
| Robert G. Freedline<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036 | Vice President and Treasurer<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036                             |
| Susan C. Gordon<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036     | Vice President, Controller &<br>Chief Accounting Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036 |

EXECUTIVE OFFICERS

| Name and Business<br>Address  | Present Principal Occupation and<br>Address of Employment   |
|---|---|
| John Sykes<br>Infinity Broadcasting<br>Corporation<br>40 West 57th Street<br>New York, N.Y. 10019 | Chairman and Chief Executive Officer<br>Infinity Radio operations<br>Infinity Broadcasting Corporation<br>40 West 57th Street<br>New York, N.Y. 10019 |
| Daniel R. Mason<br>Infinity Radio<br>10220 River Road<br>Potomac, MD 20854                        | President, Infinity Radio<br>10220 River Road<br>Potomac, MD 20854  |

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|   |  |
|---|--|
| Michael D. Fricklas<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Executive Vice President, Secretary<br>& General Counsel<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036 |
|---|--|

|   |   |
|---|---|
| Richard J. Bressler<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 | Sr. EVP & Chief Financial Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 |
|---|---|

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

Infinity Broadcasting Corporation  
-----

DIRECTORS

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

EXECUTIVE OFFICERS

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



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|  |   |
|--|---|
| John Sykes<br>Infinity Broadcasting Corporation<br>40 West 57th Street<br>New York, N.Y. 10019 | Chairman and Chief Executive Officer<br>Infinity Radio Operations<br>Infinity Broadcasting Corporation<br>40 West 57th Street<br>New York, N.Y. 10019 |
| Daniel R. Mason<br>Infinity Radio<br>10220 River Road<br>Potomac, MD 20854                     | President, Infinity Radio<br>10220 River Road<br>Potomac, MD 20854  |
| Michael D. Fricklas<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                      | Executive Vice President, Secretary<br>& General Counsel<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036                                      |
| Richard J. Bressler<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                      | Sr. EVP & Chief Financial Officer<br>Viacom Inc.<br>1515 Broadway<br>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<br>Address<br>-----   | Present Principal Occupation and<br>Address of Employment<br>-----  |
|---|---|
| David Andelman<br>Lourie and Cutler<br>60 State Street<br>Boston, MA 02109                | Attorney<br>Lourie and Cutler<br>60 State Street<br>Boston, MA 02109  |
| George S. Abrams<br>Winer & Abrams<br>60 State Street<br>Boston, MA 02109                 | Attorney<br>Winer & Abrams<br>60 State Street<br>Boston, MA 02109   |
| George H. Conrades<br>AKAMAI Technologies<br>500 Technology Square<br>Cambridge, MA 02139 | Chairman and Chief Executive Officer of<br>AKAMAI Technologies<br>AKAMAI Technologies<br>500 Technology Square<br>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  
-----  
Ken Miller  
c/o Paul, Weiss, Rifkind,  
Wharton & Garrison  
1285 Avenue of the Americas  
New York, N.Y. 10019

Present Principal Occupation and  
Address of Employment  
-----  
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<br>c/o Showtime Networks Inc.<br>1633 Broadway<br>New York, NY 10019                   | Director of National Amusements, Inc.<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026  |
| Shari Redstone<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026                        | President of National Amusements, Inc.<br>and Executive Vice President<br>of NAIRI, Inc.<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
| Sumner M. Redstone<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                                 | Chairman & CEO, National<br>Amusements, Inc.;<br>Chairman & Chief Executive Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                   |
| Fredric V. Salerno<br>Verizon Communications<br>1095 Avenue of the Americas<br>New York, NY 10036        | Vice Chairman and CFO, Verizon<br>Communications<br>Verizon Communications<br>1095 Avenue of the Americas<br>New York, NY 10036                             |
| William Schwartz<br>Cadwalader Wickersham & Taft<br>100 Maiden Lane<br>New York, N.Y. 10038              | Counsel<br>Cadwalader Wickersham & Taft<br>100 Maiden Lane<br>New York, N.Y. 10038  |
| Ivan Seidenberg<br>Verizon Communications<br>1095 Avenue of the Americas<br>New York, NY 10036           | President and Chief Executive Officer<br>of Verizon Communications<br>Verizon Communications<br>1095 Avenue of the Americas<br>New York, NY 10036           |
| Patty Stonesifer<br>Bill and Melinda Gates<br>Foundation<br>1551 Eastlake Ave. East<br>Seattle, WA 98102 | Co-Chair and President of<br>Bill and Melinda Gates Foundation<br>Bill and Melinda Gates<br>Foundation<br>1551 Eastlake Ave. East<br>Seattle, WA 98102      |
| Robert D. Walter<br>Cardinal Health, Inc.<br>7000 Cardinal Place<br>Dublin, OH 43017                     | Chairman and Chief Executive Officer of<br>Cardinal Health, Inc.<br>Cardinal Health, Inc.<br>7000 Cardinal Place<br>Dublin, OH 43017                        |

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SCHEDULE IV  
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(continued)

VIACOM INC.  
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EXECUTIVE OFFICERS

| Name and Business<br>Address  | Present Principal Occupation and<br>Address of Employment   |
|---|---|
| Sumner M. Redstone<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036    | Chairman & CEO, National<br>Amusements, Inc.;<br>Chairman & Chief Executive Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036 |
| Mel Karmazin<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036          | President & Chief Operating Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036   |
| Richard J. Bressler<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10      | Sr. EVP, Chief Financial Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036  |
| Michael D. Fricklas<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036   | EVP, General Counsel and Secretary<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036  |
| Carl D. Folta<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036         | Senior Vice President, Corporate<br>Relations<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                                       |
| Carol Melton<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036          | Senior Vice President, Government<br>Relations<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                                      |
| William A. Roskin<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036     | Sr. VP, Human Resources and<br>Administration<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                                       |
| Martin M. Shea<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036        | Senior Vice President, Investor<br>Relations<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036  |
| Robert G. Freedline<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036 | Vice President and Treasurer<br>Viacom Inc.<br>1515 Broadway<br>New York, N.Y. 10036  |
| Susan C. Gordon<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036       | Vice President, Controller & Chief<br>Accounting Officer<br>Viacom Inc.<br>1515 Broadway<br>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<br>Address<br>-----   | Present Principal Occupation and<br>Address of Employment<br>-----  |
|---|---|
| Sumner M. Redstone<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036          | Chairman & CEO, National<br>Amusements, Inc.;<br>Chairman & Chief Executive Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                   |
| Shari Redstone<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | President of National Amusements, Inc.<br>and Executive Vice President of<br>NAIRI, Inc.<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |

EXECUTIVE OFFICERS

| Name and Business<br>Address<br>-----   | Present Principal Occupation and<br>Address of Employment<br>-----  |
|---|---|
| Sumner M. Redstone<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036          | Chairman & CEO, National<br>Amusements, Inc.;<br>Chairman & Chief Executive Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                   |
| Shari Redstone<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | President of National Amusements, Inc.<br>and Executive Vice President of<br>NAIRA, Inc.<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
| Jerome Magner<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026  | Vice President and Treasurer of<br>National Amusements, Inc. and<br>NAIRI, Inc.<br>National Amusements, Inc.<br>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<br>Address<br>-----   | Present Principal Occupation and<br>Address of Employment<br>-----  |
|---|---|
| Sumner M. Redstone<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036          | Chairman & CEO, National<br>Amusements, Inc.;<br>Chairman & Chief Executive Officer<br>Viacom Inc.<br>1515 Broadway<br>New York, NY 10036                   |
| Shari Redstone<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | President of National Amusements, Inc.<br>and Executive Vice President of<br>NAIRA, Inc.<br>National Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
| George S. Abrams<br>Winer & Abrams<br>60 State Street<br>Boston, MA 02109         | Attorney<br>Winer & Abrams<br>60 State Street<br>Boston, MA 02109   |
| David Andelman<br>Lourie and Cutler<br>60 State Street<br>Boston, MA 02109        | Attorney<br>Lourie and Cutler<br>60 State Street<br>Boston, MA 02109  |
| Philippe P. Dauman<br>DND Capital Partners, LLC<br>9 West 57th St.                | Co-Chairman and CEO of DND Capital<br>Partners LLC<br>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  
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

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