

Edgar Filing: SPORTSLINE COM INC - Form SC 13D/A

SPORTSLINE COM INC  
Form SC 13D/A  
July 01, 2004

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 5)

SportsLine.com, Inc.

-----  
(Name of Issuer)

Common Stock, Par Value \$.01 per share

-----  
(Title of Class of Securities)

848-934-10-5

-----  
(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)

June 30, 2004

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

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

(Page 1 of 26 Pages)

Page 2 of 26 Pages

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CUSIP No. 848-934-10-5

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

SUMNER M. REDSTONE

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

WC

(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

(7) Sole Voting Power  
Number of

Shares

Beneficially

Owned by Each

Each Reporting

Person With

(8) Shared Voting Power

17,326,740

(9) Sole Dispositive Power

(10) Shared Dispositive Power

16,876,740

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

17,326,740

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

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

38.2%

(14) Type of Reporting Person (See Instructions)

IN

CUSIP No. 848-934-10-5

(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 A GROUP (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

WC

(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  
Owned by Each 17,326,740

(9) Sole Dispositive Power

Each Reporting Person With (10) Shared Dispositive Power

16,876,740

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

17,326,740

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

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

38.2%

(14) Type of Reporting Person (See Instructions)

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CO

Page 4 of 26 Pages

CUSIP No. 848-934-10-5

(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 A GROUP (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

WC

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

(6) Citizenship or Place of Organization

Maryland

Number of (7) Sole Voting Power

Shares

Beneficially

Owned by Each

Each Reporting

Person With

(8) Shared Voting Power

17,326,740

(9) Sole Dispositive Power

(10) Shared Dispositive Power

16,876,740

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

17,326,740

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

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

38.2%

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(14) Type of Reporting Person (See Instructions)

CO

Page 5 of 26 Pages

CUSIP No. 848-934-10-5

(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 A GROUP (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

WC

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

(6) Citizenship or Place of Organization

Delaware

(7) Sole Voting Power  
Number of  
Shares

(8) Shared Voting Power  
Beneficially  
Owned by Each

17,326,740

(9) Sole Dispositive Power

Each Reporting  
Person With  
(10) Shared Dispositive Power

16,876,740

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

17,326,740

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

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

38.2%

(14) Type of Reporting Person (See Instructions)

CO

Page 6 of 26 Pages

CUSIP No. 848-934-10-5

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

Westinghouse CBS Holding Company, Inc.  
I.R.S No. 25-1776511

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

WC

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

(6) Citizenship or Place of Organization

Delaware

(7) Sole Voting Power  
Number of

Shares  
Beneficially

Owned by Each  
(9) Sole Dispositive Power

Each Reporting  
Person With  
(10) Shared Dispositive Power  
16,876,740

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

16,876,740

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

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Instructions)

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

37.2%

(14) Type of Reporting Person (See Instructions)

CO

Page 7 of 26 Pages

CUSIP No. 848-934-10-5

(1) Name of Reporting Person

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

CBS Broadcasting Inc.

I.R.S. Identification No. 13-0590730

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

WC

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

(6) Citizenship or Place of Organization

New York

(7) Sole Voting Power

Number of

Shares

Beneficially

Owned by Each

Each Reporting

Person With

(8) Shared Voting Power

16,876,740

(9) Sole Dispositive Power

(10) Shared Dispositive Power

16,876,740

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

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16,876,740

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

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

37.2%

(14) Type of Reporting Person (See Instructions)

CO

Page 8 of 26 Pages

Item 1. Security and Issuer

This Amendment No. 5 (the "Amendment") hereby amends and supplements the Statement on Schedule 13D originally filed with the Securities and Exchange Commission on May 15, 2000, as amended (the "Schedule 13D") by CBS Broadcasting Inc. ("CBSBI"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI"), Viacom Inc. ("Viacom"), NAIRI, Inc. ("NAIRI"), National Amusements, Inc. ("NAI") and Mr. Sumner M. Redstone with respect to the Common Stock, par value \$.01 per share (the "Common Shares"), of SportsLine.com, Inc., a Delaware corporation ("SportsLine" or the "Issuer") with its principal executive office located at 2200 West Cypress Creek Road, Fort Lauderdale, Florida 33309.

Item 2. Identity and Background

Item 2 is amended as follows:

"The executive officers and directors of CBSBI, W/CBS HCI, Viacom, NAIRI and NAI, as of June 30, 2004, are set forth on Schedules I through V attached hereto."

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is amended as follows:

"It is anticipated that the source of funds for the transactions proposed by Viacom as described in Item 4 will be from Viacom's working capital."

Item 4. Purpose of Transaction

Item 4 is amended as follows:

The last paragraph is deleted in its entirety and the following two paragraphs are added to the end thereof:

"On June 30, 2004, CBSBI and the Issuer entered into a letter agreement amending Sections 10.2(b), 10.2(c) and 10.2(d) of the Agreement (as amended through March 5, 2003) to provide that the issuance of Common Shares and payment of cash by the Issuer to CBSBI, and the related calculation of fair market value, provided for in those sections would occur on August 1, 2004 instead of July 1, 2004. This description of the letter amendment is qualified



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in its entirety by reference to the letter agreement attached as Exhibit 1 to this Amendment.

"On June 30, 2004, Viacom, subject to completion of due diligence, entering into a definitive agreement and certain other conditions, made a proposal to SportsLine to acquire each outstanding Common Share, other than shares held by CBSBI, for \$1.50 in cash per share. This proposal was confirmed in a letter from Viacom to SportsLine dated June 30, 2004 (attached as Exhibit 3 to this Amendment; this description of the proposal is qualified in its entirety by reference to the attached letter). Viacom was also informed by SportsLine that the special committee of SportsLine's board of directors, which had previously been formed to evaluate strategic alternatives, would evaluate Viacom's proposal.

"The proposal described above would be expected, if and when consummated, to result in the Common Shares ceasing to trade on the Nasdaq National Market and becoming eligible for termination of registration under Section 12(g) (4) of the Exchange Act."

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Page 9 of 26 Pages  
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Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows:

"(a) and (b) CBSBI is the beneficial owner, with shared dispositive and voting power, of 16,876,740 shares, or approximately 37.2%, of the Issuer's issued and outstanding Common Shares (based on a total of 45,327,956 Common Shares, including 42,763,853 Common Shares reported by the Issuer to be issued and outstanding as of April 30, 2004 and 2,564,103 additional Common Shares reported by the Issuer to have been issued in its Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2004).

"W/CBS HCI is the beneficial owner, with shared dispositive and voting power, of 16,876,740 shares, or approximately 37.2%, of the Issuer's issued and outstanding Common Shares (based on a total of 45,327,956 Common Shares, including 42,763,853 Common Shares reported by the Issuer to be issued and outstanding as of April 30, 2004 and 2,564,103 additional Common Shares reported by the Issuer to have been issued in its Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2004).

"Viacom (i) is the beneficial owner, with shared dispositive and voting power, of 16,876,740 shares, and (ii) may also be deemed the beneficial owner, with shared voting power, of 450,000 shares held by Westwood One, Inc. ("WWO"), as a result of an agreement between WWO and one of Viacom's wholly-owned subsidiaries, for a total beneficial ownership of 17,326,740 shares or approximately 38.2%, of the Issuer's issued and outstanding Common Shares (based on a total of 45,327,956 Common Shares, including 42,763,853 Common Shares reported by the Issuer to be issued and outstanding as of April 30, 2004 and 2,564,103 additional Common Shares reported by the Issuer to have been issued in its Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2004).

"NAIRI (i) is the beneficial owner, with shared dispositive and voting power, of 16,876,740 shares, and (ii) may also be deemed the beneficial owner, with shared voting power, of 450,000 shares held by WWO, for a total beneficial ownership of 17,326,740 shares or approximately 38.2%, of the Issuer's issued and outstanding Common Shares (based on a total of 45,327,956 Common Shares, including 42,763,853 Common Shares reported by the Issuer to be issued and

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outstanding as of April 30, 2004 and 2,564,103 additional Common Shares reported by the Issuer to have been issued in its Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2004).

"NAI (i) is the beneficial owner, with shared dispositive and voting power, of 16,876,740 shares, and (ii) may also be deemed the beneficial owner, with shared voting power, of 450,000 shares held by WWO, for a total beneficial ownership of 17,326,740 shares or approximately 38.2%, of the Issuer's issued and outstanding Common Shares (based on a total of 45,327,956 Common Shares, including 42,763,853 Common Shares reported by the Issuer to be issued and outstanding as of April 30, 2004 and 2,564,103 additional Common Shares reported by the Issuer to have been issued in its Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2004).

"As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed (i) the beneficial owner, with shared dispositive and voting power, of 16,876,740 shares, and (ii) may also be deemed the beneficial owner, with shared voting power, of 450,000 shares held by WWO, for a total beneficial ownership of 17,326,740 shares or approximately 38.2%, of the Issuer's issued and outstanding Common Shares (based on a total of 45,327,956 Common Shares, including 42,763,853 Common Shares reported by the Issuer to be issued and outstanding as of April 30, 2004 and 2,564,103 additional Common Shares reported by the Issuer to have been issued in its Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2004)."

Page 10 of 26 Pages

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

Item 6 is amended as follows:

"Except as described in Item 4 above, none of the Reporting Persons have entered into, 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 amendments thereto, filed by certain of the Reporting Persons and any predecessor thereof.

"The information set forth under Item 4 above is incorporated by reference."

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Item 7. Material to be Filed as Exhibits

Exhibit 1 Letter Agreement dated June 30, 2004 from CBS Broadcasting Inc. to SportsLine.com, Inc.

Exhibit 2 Joint Filing Agreement among CBS Broadcasting Inc., Westinghouse CBS Holding Company, Inc., Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone.

Exhibit 3 Letter dated June 30, 2004 from Viacom Inc. to SportsLine.com, Inc.

Page 11 of 26 Pages

SIGNATURES

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After reasonable inquiry and to the best of my 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.

July , 2004

CBS Broadcasting Inc.

By: /s/ MICHAEL D. FRICKLAS

-----  
Michael D. Fricklas  
Executive Vice President

Westinghouse CBS Holding Company, Inc.

By: /s/ MICHAEL D. FRICKLAS

-----  
Michael D. Fricklas  
Executive Vice President

Viacom Inc.

By: /s/ MICHAEL D. FRICKLAS

-----  
Michael D. Fricklas  
Executive Vice President

NAIRI, Inc.

By: /s/ SUMNER M. REDSTONE

-----  
Sumner M. Redstone  
Chairman and President

National Amusements, Inc.

By: /s/ SUMNER M. REDSTONE

-----  
Sumner M. Redstone  
Chairman and Chief Executive Officer

/s/ SUMNER M. REDSTONE

-----  
Sumner M. Redstone  
Individually

Page 12 of 26 Pages

SCHEDULE I

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

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CBS Broadcasting Inc.

DIRECTORS

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

Page 13 of 26 Pages

SCHEDULE I  
(Continued)

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

CBS Broadcasting Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Leslie Moonves President	Viacom Inc. 7800 Beverly Boulevard Los Angeles, CA 90036	Co-President and Co-Chief Operating Officer Viacom Inc. 7800 Beverly Boulevard Los Angeles, CA 90036
Richard J. Bressler Senior Executive Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Executive Vice President and Chief Financial Officer Viacom Inc. 1515 Broadway

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New York, NY 10036

Michael D. Fricklas Executive Vice President and Secretary	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, Secretary and General Counsel Viacom Inc. 1515 Broadway New York, NY 10036
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Harry Isaacs Executive Vice President	CBS Broadcasting Inc. 7800 Beverly Blvd. Los Angeles, CA 90036	Senior Vice President- Industrial Relations CBS Broadcasting Inc. 7800 Beverly Blvd. Los Angeles, CA 90036
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Fredric G. Reynolds Executive Vice President	Viacom Television Stations Group 513 West 57th Street New York, NY 10019	President Viacom Television Stations Group 513 West 57th Street New York, NY 10019
--	---	--

Dennis Swanson Executive Vice President	Viacom Television Stations Group 513 West 57th Street New York, NY 10019	Executive Vice President, President and Chief Operating Officer Viacom Television Stations Group 513 West 57th Street New York, NY 10019
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Page 14 of 26 Pages

SCHEDULE I  
(Continued)

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

CBS Broadcasting Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Susan J. Holliday Executive Vice President, General Counsel and Assistant Secretary	CBS Broadcasting Inc. 7800 Beverly Blvd. Los Angeles, CA 90036	Executive Vice President, General Counsel and Assistant Secretary CBS Broadcasting Inc. 7800 Beverly Blvd. Los Angeles, CA 90036
William A. Roskin Senior Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Human Resources and Administration Viacom Inc.

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1515 Broadway  
New York, NY 10036

Robert G. Freedline Vice President and Treasurer	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President and Treasurer Viacom Inc. 1515 Broadway New York, NY 10036
--	--	--

Susan C. Gordon Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Controller and Chief Accounting Officer Viacom Inc. 1515 Broadway New York, NY 10036
-----------------------------------	--	--

Bruce Taub Vice President and Chief Financial Officer	CBS Television Network 51 West 52nd Street New York, NY 10019	Senior Vice President and Chief Financial Officer CBS Television Network 51 West 52nd Street New York, NY 10019
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Page 15 of 26 Pages

SCHEDULE II

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

Westinghouse CBS Holding Company, Inc.

DIRECTORS

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

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1515 Broadway  
New York, NY 10036

Page 16 of 26 Pages

SCHEDULE II  
(Continued)

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

Westinghouse CBS Holding Company, Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Leslie Moonves President	Viacom Inc. 7800 Beverly Boulevard Los Angeles, CA 90036	Co-President and Co-Chief Operating Officer Viacom Inc. 7800 Beverly Boulevard Los Angeles, CA 90036
Richard J. Bressler Senior Executive Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Executive Vice President and Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas Executive Vice President and Secretary	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, Secretary and General Counsel Viacom Inc. 1515 Broadway New York, NY 10036
Fredric G. Reynolds Executive Vice President	Viacom Television Stations Group 513 West 57th Street New York, NY 10019	President Viacom Television Stations Group 513 West 57th Street New York, NY 10019
Dennis Swanson Executive Vice President	Viacom Television Stations Group 513 West 57th Street New York, NY 10019	Executive Vice President and Chief Operating Officer Viacom Television Stations Group 513 West 57th Street New York, NY 10019
William A. Roskin Senior Vice President	Viacom Inc. 1515 Broadway	Senior Vice President, Human Resources and Administration

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New York, NY 10036

Viacom Inc.  
1515 Broadway  
New York, NY 10036

Page 17 of 26 Pages

SCHEDULE II  
(Continued)

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

Westinghouse CBS Holding Company, Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Robert G. Freedline Vice President and Treasurer	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President and Treasurer Viacom Inc. 1515 Broadway New York, NY 10036
Susan C. Gordon Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Controller and Chief Accounting Officer Viacom Inc. 1515 Broadway New York, NY 10036
Bruce Taub Vice President and Chief Financial Officer	CBS Television Network 51 West 52nd Street New York, NY 10019	Senior Vice President and Chief Financial Officer CBS Television Network 51 West 52nd Street New York, NY 10019

Page 18 of 26 Pages

SCHEDULE III

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

Viacom Inc.

Name	Business Address	Present Principal Occupation and Address of Employment
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George S. Abrams	c/o Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109	Attorney c/o Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109
David R. Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney Lourie and Cutler 60 State Street Boston, MA 02109
Joseph A. Califano, Jr.	The National Center on Addiction and Substance Abuse at Columbia University 633 Third Avenue, 19th Floor New York, NY 10017	Chairman of the Board and President The National Center on Addiction and Substance Abuse at Columbia University 633 Third Avenue, 19th Floor New York, NY 10017
William S. Cohen	The Cohen Group 1200 19th Street, N.W. Suite 400 Washington, DC 20036	Chairman and Chief Executive Officer The Cohen Group 1200 19th Street, N.W. Suite 400 Washington, DC 20036
Philippe P. Dauman	DND Capital Partners, LLC 450 Park Avenue New York, NY 10022	Co-Chairman and Chief Executive Officer DND Capital Partners, LLC 450 Park Avenue New York, NY 10022
Alan C. Greenberg	Bear, Stearns & Co., Inc. 383 Madison Avenue, 5th Floor New York, NY 10179	Chairman of the Executive Committee Bear, Stearns & Co., Inc. 383 Madison Avenue, 5th Floor New York, NY 10179

Page 19 of 26 Pages

SCHEDULE III  
(Continued)

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

Viacom Inc.

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
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Jan Leschly	Care Capital LLC 47 Hulfish Street, Suite 310 Princeton, NJ 08542	Chairman and CEO Care Capital LLC 47 Hulfish Street, Suite 310 Princeton, NJ 08542
David T. McLaughlin	Orion Safety Products 276 Newport Road New London, NH 03257	Chairman Orion Safety Products 276 Newport Road New London, NH 03257
Shari E. Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Sumner M. Redstone	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036
Fredric V. Salerno	400 Westchester Avenue, 2nd Floor White Plains, NY 10604	Retired Not applicable
William Schwartz	Cadwalader, Wickersham Wickersham & Taft 100 Maiden Lane New York, NY 10038	Counsel Cadwalader, Wickersham & Taft 100 Maiden Lane New York, NY 10038

Page 20 of 26 Pages

SCHEDULE III  
(Continued)

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

Viacom Inc.

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
Patty Stonesifer	Bill and Melinda Gates Foundation	Co-Chair and President Bill and Melinda Gates

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1551 Eastlake Ave. East Seattle, WA 98102	Foundation 1551 Eastlake Ave. East Seattle, WA 98102
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Robert D. Walter	Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017	Chairman and Chief Executive Officer Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017
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Page 21 of 26 Pages

SCHEDULE III  
(Continued)

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

Viacom Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Sumner M. Redstone Chairman of the Board and Chief Executive Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036
Thomas E. Freston Co-President and Co-Chief Operating Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Co-President and Co-Chief Operating Officer Viacom Inc. 1515 Broadway New York, NY 10036
Leslie Moonves Co-President and Co-Chief Operating Officer	Viacom Inc. 7800 Beverly Boulevard Los Angeles, CA 90036	Co-President and Co-Chief Operating Officer Viacom Inc. 7800 Beverly Boulevard Los Angeles, CA 90036
Richard J. Bressler Senior Executive Vice President and Chief Financial Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Executive Vice President and Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas Executive Vice	Viacom Inc. 1515 Broadway	Executive Vice President, General Counsel and Secretary

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President, General Counsel and Secretary	New York, NY 10036	Viacom Inc. 1515 Broadway New York, NY 10036
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Carl D. Folta Senior Vice President, Corporate Relations	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Corporate Relations Viacom Inc. 1515 Broadway New York, NY 10036
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Page 22 of 26 Pages

SCHEDULE III  
(Continued)

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

Viacom Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
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Robert G. Freedline Senior Vice President and Treasurer	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President and Treasurer Viacom Inc. 1515 Broadway New York, NY 10036
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Susan C. Gordon Senior Vice President, Controller and Chief Accounting Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Controller and Chief Accounting Officer Viacom Inc. 1515 Broadway New York, NY 10036
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Carol Melton Senior Vice President, Government Relations	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Government Relations Viacom Inc. 1515 Broadway New York, NY 10036
-----		
William A. Roskin Senior Vice President, Human Resources and Administration	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Human Resources and Administration Viacom Inc. 1515 Broadway New York, NY 10036
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Martin M. Shea Senior Vice President,	Viacom Inc. 1515 Broadway	Senior Vice President, Investor Relations

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Investor Relations	New York, NY 10036	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

NAIRI, INC.

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
George S. Abrams	c/o Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109	Attorney c/o Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109
David R. Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney Lourie and Cutler 60 State Street Boston, MA 02109
Philippe P. Dauman	DND Capital Partners, LLC 9 West 57th Street New York, NY 10019	Co-Chairman and Chief Executive Officer DND Capital Partners, LLC 450 Park Avenue New York, NY 10022
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 E. Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Sumner M. Redstone	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway

SCHEDULE IV  
(Continued)

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

NAIRI, INC.

EXECUTIVE OFFICERS

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

## SCHEDULE V

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

National Amusements, Inc.

## DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
George S. Abrams	c/o Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109	Attorney c/o Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109
David R. Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney Lourie and Cutler 60 State Street Boston, MA 02109
Philippe P. Dauman	DND Capital Partners, LLC 9 West 57th Street New York, NY 10019	Co-Chairman and Chief Executive Officer DND Capital Partners, LLC 450 Park Avenue New York, NY 10022
Brent D. Redstone	c/o Showtime Networks Inc. 1633 Broadway New York, NY 10019	Director National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari E. Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Sumner M. Redstone	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, NY 10036

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SCHEDULE V  
(Continued)

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

National Amusements, Inc.

EXECUTIVE OFFICERS

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