

Edgar Filing: MARKETWATCH COM INC - Form SC 13D

MARKETWATCH COM INC
Form SC 13D
January 26, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

(Amendment No. _____)*

MarketWatch.com, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

570619106

(CUSIP Number)

Sumner M. Redstone
National Amusements, Inc.
200 Elm Street
Dedham, Massachusetts 02026
Telephone: (781) 461-1600

with a copy to:
Michael D. Fricklas, Esq.
Viacom Inc.
1515 Broadway
New York, New York 10036
Telephone: (212) 258-6000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 16, 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 .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of

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securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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 29 Pages)

CUSIP No. 570619106

13D

Page 2 of 29 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SUMNER M. REDSTONE

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX 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

8 SHARED VOTING POWER

5,636,814

9 SOLE DISPOSITIVE POWER

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REPORTING

PERSON

10 SHARED DISPOSITIVE POWER

WITH

5,636,814

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,636,814

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.9%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS

CUSIP No. 570619106

13D

Page 3 of 29 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

National Amusements, Inc.

I.R.S Identification No. 04-2261332

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX 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

Maryland

7 SOLE VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

8 SHARED VOTING POWER

5,636,814

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

5,636,814

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,636,814

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.9%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS

CUSIP No. 570619106

13D

Page 4 of 29 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NAIRI, Inc.

I.R.S Identification No. 04-3446887

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX 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

8 SHARED VOTING POWER

5,636,814

OWNED BY
EACH
REPORTING

9 SOLE DISPOSITIVE POWER

PERSON
WITH

10 SHARED DISPOSITIVE POWER

5,636,814

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,636,814

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.9%

14 TYPE OF REPORTING PERSON*

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CO

*SEE INSTRUCTIONS

CUSIP No. 570619106

13D

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

VIACOM INC.
I.R.S Identification No. 04-2949533

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX 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

8 SHARED VOTING POWER

5,636,814

OWNED BY
EACH
REPORTING

9 SOLE DISPOSITIVE POWER

PERSON
WITH

10 SHARED DISPOSITIVE POWER

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5,636,814

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,636,814

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.9%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS

CUSIP No. 570619106

13D

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Westinghouse CBS Holding Company, Inc.

I.R.S No. 25-1776511

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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4 SOURCE OF FUNDS*

5 CHECK BOX 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
REPORTING
PERSON
WITH
8 SHARED VOTING POWER
5,636,814

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
5,636,814

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,636,814

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.9%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS

Item 1. Security and Issuer.

This Statement on Schedule 13D relates to the Common Stock, par value \$.01 per share (the "Common Shares"), of MarketWatch.com, Inc., a Delaware corporation f/k/a NMP Inc. ("New MarketWatch" or the "Issuer") with its principal executive office located at 825 Battery Street, San Francisco, CA 94111.

Item 2. Identity and Background.

This Statement is filed by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), Viacom Inc. ("Viacom"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI") and CBS Broadcasting Inc. ("CBSBI") (collectively, the "Reporting Persons").

CBSBI, a New York corporation, has its principal office at 1515 Broadway, New York, New York 10036. CBSBI's principal business is the CBS television network and television broadcasting. 100% of the issued and outstanding stock of CBSBI is owned by W/CBS HCI.

W/CBS HCI, a Delaware corporation, has its principal office at 1515 Broadway, New York, New York 10036 and its main asset is its ownership of CBSBI. 100% of the issued and outstanding stock of W/CBS HCI is owned by Viacom.

Viacom, a Delaware corporation, has its principal office at 1515 Broadway, New York, New York 10036 and is a diversified worldwide entertainment company. At January 16, 2004, approximately 70% 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, were owned by NAIRI.

NAIRI, a Delaware corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026 and its principal business is exhibiting motion pictures in the United States and holding the 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 business is owning and operating movie theaters in the United States, the United Kingdom and South America and holding the common stock of NAIRI. Mr. Redstone is the controlling shareholder of NAI.

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.

The executive officers and directors of CBSBI, W/CBS HCI, Viacom, NAIRI and NAI, as of January 16, 2004, are set forth on Schedules I through V attached

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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 V attached hereto has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Except for Jan Leschly, who is a Danish citizen, all of the directors of CBSBI, W/CBS HCI, Viacom, NAIRI and NAI, including Mr. Sumner M. Redstone, are citizens of the United States.

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

The Issuer's Common Shares were acquired by the Reporting Persons as a result of the merger of Marketwatch Media Inc., f/k/a MartketWatch.com, Inc. ("Old MarketWatch") with a wholly-owned subsidiary of the Issuer on January 16, 2004 (the "Merger"), pursuant to which, among other things, each share of common stock of Old MarketWatch held by the Reporting Persons was exchanged for one Common Share of New MarketWatch.

Item 4. Purpose of Transaction.

Except as set forth in Item 6 below, the Reporting Persons have no current plan or proposal that relates to, or would result in, any of the actions enumerated in subparagraphs (a) through (j) of Item 4 of Schedule 13D. Notwithstanding the foregoing, the Reporting Persons may, at any time and from time to time, purchase additional Common Shares of the Issuer and may dispose of any and all Common Shares of the Issuer held by them.

The information set forth under Item 6 below is incorporated herein by reference.

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Item 5. Interest in Securities of the Issuer.

(a) and (b) CBSBI is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 23.9%, of the Issuer's issued and outstanding Common Shares (based on approximately 23,540,907 Common Shares as reported by the Issuer to be issued and outstanding as of January 22, 2004).

W/CBS HCI is the beneficial owner, with shared dispositive and voting

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power, of 5,636,814 shares, or approximately 23.9%, of the Issuer's issued and outstanding Common Shares (based on approximately 23,540,907 Common Shares as reported by the Issuer to be issued and outstanding as of January 22, 2004).

Viacom is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 23.9%, of the Issuer's issued and outstanding Common Shares (based on approximately 23,540,907 Common Shares as reported by the Issuer to be issued and outstanding as of January 22, 2004).

NAIRI is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 23.9%, of the Issuer's issued and outstanding Common Shares (based on approximately 23,540,907 Common Shares as reported by the Issuer to be issued and outstanding as of January 22, 2004).

NAI is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 23.9%, of the Issuer's issued and outstanding Common Shares (based on approximately 23,540,907 Common Shares as reported by the Issuer to be issued and outstanding as of January 22, 2004).

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 5,636,814 shares, or approximately 23.9%, of the Issuer's issued and outstanding Common Shares (based on approximately 23,540,907 Common Shares as reported by the Issuer to be issued and outstanding as of January 22, 2004).

(c) None

(d) None

(e) None

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

CBSBI entered into the amended and restated license agreement (the "License Agreement"), dated January 13, 1999, with Old MarketWatch, pursuant to which CBSBI, in exchange for a royalty, granted to Old MarketWatch the non-exclusive right and license to use certain CBS news content and registered trademarks. This description of the License Agreement is qualified in its entirety by reference to the License Agreement, which is attached as Exhibit 2 and is incorporated by reference herein.

In connection with the Merger, pursuant to the Voting and Waiver Agreement (the "Voting Agreement"), dated July 22, 2003, by and among CBSBI, Old MarketWatch, Pinnacor, Inc. and Pearson International Finance Ltd. ("Pearson") the following agreements were assigned by Old MarketWatch to New Marketwatch:

- o The Stockholders' Agreement, dated January 13, 1999 ("the Stockholders' Agreement"), by and among CBSBI, Pearson (as successor to Data Broadcasting Corporation), Old MarketWatch and MarketWatch.com, LLC, pursuant to which CBSBI has the right to nominate candidates to the Issuer's board of directors, a right to participate in issuances of new securities by the Issuer, a mutual right of first refusal if either CBSBI or Pearson desires to sell any of their Common Shares, and a

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right to acquire Pearson's Common Shares in the event of a change of control of Pearson. This description of the Stockholders' Agreement is qualified in its entirety by reference to the Stockholders' Agreement, which is attached as Exhibit 3 and is incorporated by reference herein.

- o The registration rights agreement (the "Registration Rights Agreement"), entered into in January 1999, by CBSBI, Old MarketWatch and Pearson, pursuant to which CBSBI has certain demand, piggyback and shelf registration rights. This description of the Registration Rights Agreement is qualified in its entirety by reference to the Registration Rights Agreement, which is attached as Exhibit 4, and is incorporated by reference herein.

The description of the Voting Agreement is qualified in its entirety by reference to the Voting and Waiver Agreement, which is attached as Exhibit 5 and is incorporated by reference herein.

Except as described in this Item 6, none of the Reporting Persons have any other existing agreement with respect to the Common Shares or other securities of the Issuer.

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Item 7. Material to be Filed as Exhibits.

1. Joint Filing Agreement, dated January 26, 2004, among CBS Broadcasting Inc., Westinghouse CBS Holding Company, Inc., Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone (filed herewith).
2. Amended and Restated License Agreement, dated January 13, 1999, between CBS Broadcasting Inc. and MarketWatch.Com, LLC (incorporated by reference to Exhibit 10.7 filed with Registration Statement on Form S-1 of MarketWatch.com, Inc., now merged into a subsidiary of the Issuer (File No. 333-65569)).
3. Stockholders' Agreement, dated January 13, 1999 (the "Stockholders' Agreement"), by and among CBS Broadcasting Inc., Pearson International Finance Ltd. (as successor to Data Broadcasting Corporation), MarketWatch.com, Inc., now merged into a subsidiary of the Issuer, and MarketWatch.com, LLC.
4. Registration Rights Agreement, dated January 13, 1999, among MarketWatch.com Inc. (now merged into a subsidiary of the Issuer), CBS Broadcasting Inc. and Data Broadcasting Corporation (incorporated by reference to Exhibit 4.02 filed with the Annual Report on Form 10-K of MarketWatch.com Inc., now merged into a subsidiary of the Issuer (File No. 000-25113)).
5. Voting and Waiver Agreement, dated July 22, 2003, by and among CBS Broadcasting Inc., the Issuer, MarketWatch.com Inc., now merged into a subsidiary of the Issuer, Pinnacor Inc. and Pearson International Finance Ltd. (incorporated by reference to Exhibit 99.2 filed with the Report on Form 8-K, dated July 23, 2003, filed by MarketWatch.com, Inc., now merged into a subsidiary of the Issuer)

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(File No. 000-25113).

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SIGNATURES

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.

January 26, 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

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EXHIBIT INDEX

1. Joint Filing Agreement, dated January 26, 2004, among CBS Broadcasting Inc., Westinghouse CBS Holding Company, Inc., Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone (filed herewith).
2. Amended and Restated License Agreement, dated January 13, 1999, between CBS Broadcasting Inc. and MarketWatch.Com, LLC (incorporated by reference to Exhibit 10.7 filed with Registration Statement on Form S-1 of MarketWatch.com, Inc., now merged into a subsidiary of the Issuer (File No. 333-65569)).
3. Stockholders' Agreement, dated January 13, 1999 (the "Stockholders' Agreement"), by and among CBS Broadcasting Inc., Pearson International Finance Ltd. (as successor to Data Broadcasting Corporation), MarketWatch.com, Inc., now merged into a subsidiary of the Issuer, and MarketWatch.com, LLC.
4. Registration Rights Agreement, dated January 13, 1999, among MarketWatch.com Inc. (now merged into a subsidiary of the Issuer), CBS Broadcasting Inc. and Data Broadcasting Corporation (incorporated by reference to Exhibit 4.02 filed with the Annual Report on Form 10-K of MarketWatch.com Inc., now merged into a subsidiary of the Issuer (File No. 000-25113)).
5. Voting and Waiver Agreement, dated July 22, 2003, by and among CBS Broadcasting Inc., the Issuer, MarketWatch.com Inc., now merged into a subsidiary of the Issuer, Pinnacor Inc. and Pearson International Finance Ltd. (incorporated by reference to Exhibit 99.2 filed with the Report on Form 8-K, dated July 23, 2003, filed by MarketWatch.com, Inc., now merged into a subsidiary of the Issuer) (File No. 000-25113).

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SCHEDULE I

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

CBS Broadcasting Inc.

DIRECTORS

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

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		Address of Employment
Robert G. Freedline	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Senior Vice President and Treasurer Viacom Inc. 1515 Broadway New York, N.Y. 10036
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
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Senior Vice President, Controller & Chief Accounting Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036

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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	CBS 7800 Beverly Blvd. Los Angeles, CA 90036	President and Chief Executive Officer CBS 7800 Beverly Blvd. Los Angeles, CA 90036
Richard J. Bressler Senior Executive Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Executive Vice President & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas Executive Vice President & Secretary	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, Secretary & General Counsel Viacom Inc.

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1515 Broadway
New York, N.Y. 10036

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
Fredric G. Reynolds Executive Vice President	Viacom Television Stations Group 513 West 57th St. New York, NY 10019	President Viacom Television Stations Group 513 West 57th St. New York, NY 10019
Dennis Swanson Executive Vice President	Viacom Television Stations Group 513 West 57th St. New York, NY 10019	Executive Vice President, President and Chief Operating Officer Viacom Television Stations Group 513 West 57th St. New York, NY 10019
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

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
William A. Roskin Senior Vice President	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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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 & 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	CBS Television Network 51 West 52nd Street New York, NY 10019

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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, N.Y. 10036	Senior Vice President and Treasurer Viacom Inc. 1515 Broadway New York, N.Y. 10036

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

Susan C. Gordon	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Senior Vice President, Controller & Chief Accounting Officer Viacom Inc. 1515 Broadway

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New York, N.Y. 10036

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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	CBS 7800 Beverly Blvd. Los Angeles, CA 90036	President and Chief Executive Officer CBS 7800 Beverly Blvd. Los Angeles, CA 90036
Richard J. Bressler Senior Executive Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Executive Vice President & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas Executive Vice President & Secretary	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, Secretary & General Counsel Viacom Inc. 1515 Broadway New York, N.Y. 10036
Fredric G. Reynolds Executive Vice President	Viacom Television Stations Group 513 West 57th St. New York, NY 10019	President Viacom Television Stations Group 513 West 57th St. New York, NY 10019
Dennis Swanson Executive Vice President	Viacom Television Stations Group 513 West 57th St. New York, NY 110019	Executive Vice President & Chief Operating Officer Viacom Television Stations Group 513 West 57th St. New York, NY 10019
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 & 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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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
Susan C. Gordon Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Controller & 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	CBS Television Network 51 West 52nd Street New York, NY 10019

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SCHEDULE III

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

Viacom Inc.

DIRECTORS

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Name	Business Address	Present Principal Occupation and Address of Employment
George S. Abrams	c/o Hale & Dorr 60 State Street Boston, MA 02109	Attorney c/o Hale & Dorr 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 Flr. 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 flr. New York, NY 10017
William S. Cohen	The Cohen Group 1200 19th Street, N.W. Suite 400 Washington, D.C. 20036	Chairman and Chief Executive Officer The Cohen Group 1200 19th Street, N.W. Washington, D.C. 20036
Philippe P. Dauman	DND Capital Partners, LLC 450 Park Avenue New York, NY 10022	Co-Chairman and Chief Executive Officer 450 Park Avenue New York, NY 10022
William H. Gray III	The College Fund/UNCF 8260 Willow Oaks Corporate Drive PO Box 10444 Fairfax, VA 22031	President and Chief Operating Officer The College Fund/UNCF 8260 Willow Oaks Corporate Drive PO Box 10444 Fairfax, VA 22031
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

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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
Mel Karmazin	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc. 1515 Broadway New York, NY 10036
Jan Leschly	Care Capital LLC 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 and Chief Executive Officer 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, N.Y. 10036
Fredric V. Salerno	400 Westchester Avenue 2nd Floor White Plains, N.Y. 10604	Retired Not applicable
William Schwartz	Cadwalader, Wickersham & Taft 100 Maiden Lane New York, N.Y.	Counsel Cadwalader, Wickersham & Taft 100 Maiden Lane New York, N.Y. 1003

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Ivan Seidenberg	Verizon Communications 1095 Avenue of the Americas New York, NY 10036	President & Chief Executive Officer Verizon Communications 1095 Avenue of the Americas New York, NY 10036
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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 1551 Eastlake Ave. East Seattle, WA 98102	Co-Chair & President Bill and Melinda Gates Foundation 1551 Eastlake Ave. East Seattle, WA 98102
Robert D. Walter	Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017	Chairman & Chief Executive Officer Cardinal Health, Inc. 7000 Cardinal Place Dublin, OH 43017

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SCHEDULE III
(Continued)

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

Viacom Inc.

EXECUTIVE OFFICERS

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Name	Business Address	Present Principal Occupation and Address of Employment
Sumner M. Redstone Chairman of the Board and Chief Executive Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036
Mel Karmazin President and Chief Operating Officer	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc. 1515 Broadway New York, NY 10036
Richard J. Bressler Senior EVP & Chief Financial Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Senior EVP & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas EVP, General Counsel and Secretary	Viacom Inc. 1515 Broadway New York, NY 10036	EVP, General Counsel and Secretary Viacom Inc. 1515 Broadway New York, NY 10036
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
Robert G. Freedline Senior Vice President and Treasurer	Viacom Inc. 1515 Broadway New York, N.Y. 10036	Senior Vice President and Treasurer Viacom Inc. 1515 Broadway New York, N.Y. 10036
Susan C. Gordon Senior Vice President, Controller, Chief Accounting Officer	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Controller, Chief Accounting Officer Viacom Inc. 1515 Broadway New York, NY 10036

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(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
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
Martin M. Shea Senior Vice President, Investor Relations	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Investor Relations Viacom Inc. 1515 Broadway New York, NY 10036

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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 Hale & Dorr 60 State Street Boston, MA 02109	Attorney c/o Hale & Dorr 60 State Street Boston, MA 02109

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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 St. New York, N.Y. 10019	Co-Chairman and CEO of DND Capital Partners LLC DND Capital Partners, LLC 450 Park Avenue New York, N.Y. 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 New York, N.Y. 10036

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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, N.Y. 10036

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

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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 Hale & Dorr 60 State Street Boston, MA 02109	Attorney c/o Hale & Dorr 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

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Boston, MA 02109

Philippe P. Dauman	DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019	Co-Chairman and CEO of DND Capital Partners LLC DND Capital Partners, LLC 450 Park Avenue New York, N.Y. 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 New York, N.Y. 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, N.Y. 10036

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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 NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Tilly Berman Secretary	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Secretary National Amusements, Inc. 200 Elm Street Dedham, MA 02026