

Edgar Filing: SPORTSLINE COM INC - Form SC 13D

SPORTSLINE COM INC  
Form SC 13D  
March 21, 2003

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

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SCHEDULE 13D

Under the Securities Exchange Act of 1934

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)

May 4, 2000  
(Date of Event which Requires Filing of this Statement)

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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. 848-934-10-5

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

SUMNER M. REDSTONE  
S.S. No.

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

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

(6) Citizenship or Place of Organization  
United States

|   |                               |            |
|---|-------------------------------|------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | (7) Sole Voting Power         |            |
|   | (8) Shared Voting Power       | 5,320,000* |
|   | (9) Sole Dispositive Power    |            |
|   | (10) Shared Dispositive Power | 5,320,000* |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
5,320,000\*

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

(13) Percent of Class Represented by Amount in Row (11)  
19.9%

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

\* Includes 780,000 shares underlying currently exercisable warrants.

CUSIP No. 848-934-10-5

(1) Name of Reporting Person

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

CBS BROADCASTING INC.  
I.R.S No. 13-0590730

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(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 New York

-----  
Number of Shares Beneficially Owned by Each Reporting Person With  
(7) Sole Voting Power  
(8) Shared Voting Power 5,320,000\*  
(9) Sole Dispositive Power  
(10) Shared Dispositive Power 5,320,000\*

-----  
(11) Aggregate Amount Beneficially Owned by Each Reporting Person 5,320,000\*

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

-----  
(13) Percent of Class Represented by Amount in Row (11) 19.9%

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

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\* Includes 780,000 shares underlying currently exercisable warrants.

Item 1. Security and Issuer.

The class of equity securities to which this Statement on Schedule 13D relates is the Common Stock, \$.01 par value per share (the "Common Shares"), of SportsLine.com, Inc. (the "Issuer"), a Delaware corporation, with its principal executive office located at 6340 NW 5th Way, Fort Lauderdale, Florida 33309.

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### 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 executive offices at 51 West 52nd Street, New York, New York 10019. CBSBI's principal businesses, the CBS television network, radio and television broadcasting, and outdoor advertising. 100% of the issued and outstanding stock of CBSBI is owned by W/CBS HCI.

W/CBS HCI, a Delaware corporation, has its principal office at 51 West 52nd Street, New York, New York 10019. W/CBS HCI's principal business is cable television transmission and production services. 100% of the issued and outstanding stock of W/CBS HCI is owned by Viacom.

Viacom, a Delaware corporation, has its principal executive offices at 1515 Broadway, New York, New York 10036 and is a diversified entertainment and communications company. At May 12, 2000, approximately 68% of Viacom's voting Class A Common Stock, par value \$.01 per share, and approximately 13% (on a combined basis) of Viacom's Class A Common Stock and non-voting Class B Common Stock, par value \$.01 per share, was owned by NAIRI.

NAIRI, a Rhode Island corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026 and is a company owning and operating movie theaters in the United States whose main asset is its shares of Viacom Class A Common Stock and Class B Common Stock.

NAI, a Maryland corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026. NAI's principal businesses are owning and operating movie theaters in the United States, United Kingdom and South America and holding the common stock of NAIRI. 66-2/3% of the issued and outstanding shares of capital stock of NAI are beneficially owned by Mr. Sumner M. Redstone, as trustee of a trust owning such shares.

Sumner M. Redstone is an individual whose business address is c/o National Amusements, Inc., 200 Elm Street, Dedham, Massachusetts 02026. Mr. Redstone's principal occupation is Chairman of the Board and Chief Executive Officer of NAI, Chairman and President of NAIRI, and Chairman of the Board and Chief Executive Officer of Viacom Inc.

The executive officers and directors of CBSBI, Viacom, NAIRI and NAI are set forth on Schedules I through V attached hereto, containing the following information with respect to each such person:

- (a) Name;
- (b) Residence or business address; and

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- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

During the last five years, neither of the Reporting Persons nor any person named in any of Schedules I through 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, other than CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS Corporation ("CBS"), of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000.

### Item 4. Purpose of Transaction.

The Issuer's Common Shares were acquired by the Reporting Persons, other than CBSBI and W/CBS HCI which previously owned the subject shares, pursuant to the merger of CBS, of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000. The Reporting Persons may, at any time and from time to time, purchase additional Common Shares of the Issuer and may dispose of any and all Common Shares of the Issuer held by them. Notwithstanding the foregoing, the Reporting Persons have no current plan or proposal which relates to, or would result in, any of the actions enumerated in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

### Item 5. Interest in Securities of the Issuer.

(a) and (b) CBSBI is the owner, with shared dispositive and voting power, of 5,320,000 shares, or approximately 19.9%, of the Issuer's issued and outstanding Common Shares, including 780,000 Common Shares underlying currently exercisable warrants (the "Subject Warrants") (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as

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of March 21, 2000 and assuming the exercise of all of the Subject Warrants and such underlying shares to be issued and outstanding for purposes of this calculation).

W/CBS HCI is currently the beneficial owner, with shared dispositive and voting power of 5,320,000 shares, or approximately 19.9%, of the Issuer's issued and outstanding Common Shares, including 780,000 Common Shares underlying the Subject Warrants (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of March 21, 2000 and assuming the exercise of all of the Subject Warrants and such underlying shares to be issued and outstanding for purposes of this calculation).

Viacom is currently the beneficial owner, with shared dispositive and voting power, of 5,320,000 shares, or approximately 19.9%, of the Issuer's issued and outstanding Common Shares, including 780,000 Common Shares underlying the Subject Warrants (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of March 21, 2000 and assuming the exercise of all of the Subject Warrants and such underlying shares to be issued and outstanding for purposes of this calculation).

NAIRI is currently the beneficial owner, with shared dispositive and voting power, of 5,320,000 shares, or approximately 19.9%, of the Issuer's issued and outstanding Common Shares, including 780,000 Common Shares underlying the Subject Warrants (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of March 21, 2000 and assuming the exercise of all of the Subject Warrants and such underlying shares to be issued and outstanding for purposes of this calculation).

NAI is currently the beneficial owner, with shared dispositive and voting power, of 5,320,000 shares, or approximately 19.9%, of

the Issuer's issued and outstanding Common Shares, including 780,000 Common Shares underlying the Subject Warrants (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of March 21, 2000 and assuming the exercise of all of the Subject Warrants and such underlying shares to be issued and outstanding for purposes of this calculation).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of 5,320,000 Common Shares of the Issuer or approximately 19.9% of the issued and outstanding Common Shares, including 780,000 Common Shares underlying the Subject Warrants (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of March 21, 2000 and assuming the exercise of all of the Subject Warrants and such underlying shares to be issued and outstanding for purposes of this calculation).

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

(d) None.

(e) N/A

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

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

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

May 15, 2000

/s/ Sumner M. Redstone  
-----

Sumner M. Redstone,  
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone  
-----

Sumner M. Redstone,  
Chairman and Chief  
Executive Officer

NAIRI, Inc.

By: /s/ Sumner M. Redstone  
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Sumner M. Redstone  
Chairman and President

Viacom Inc.

By: /s/Michael D.Fricklas

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

Westinghouse/CBS Holding  
Company, Inc.

By: /s/ Angeline C. Straka

-----  
Angeline C. Straka,  
Vice President and Secretary

CBS Broadcasting Inc.

By: /s/ Angeline C. Straka

-----  
Angeline C. Straka,  
Vice President and Secretary

SCHEDULE I

CBS BROADCASTING INC.

-----  
EXECUTIVE OFFICERS  
-----

| Name             | Business or<br>Residence Address                      | Principal<br>Occupation<br>or Employment  | Name and Address<br>of Corporation or<br>Other Organization<br>in which Employed     |
|------------------|---|---|--|
| Mel<br>Karmazin* | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036 | President and<br>Chief Operating<br>Officer of Viacom<br>Inc.; Chairman,<br>President and<br>Chief Executive<br>Officer of<br>Infinity<br>Broadcasting<br>Corporation | Infinity<br>Broadcasting<br>Corporation<br>40 West 57th Street<br>New York, NY 10019 |

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

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

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

\*Also a director

SCHEDULE II

WESTINGHOUSE CBS HOLDING COMPANY, INC.

EXECUTIVE OFFICERS

| Name          | Business or Residence Address                         | Principal Occupation or Employment  | Name and Address of Corporation or Other Organization in which Employed              |
|---------------|---|---|--|
| Mel Karmazin* | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036 | President and<br>Chief Operating<br>Officer of Viacom<br>Inc.; Chairman,<br>President and<br>Chief Executive<br>Officer of<br>Infinity<br>Broadcasting<br>Corporation | Infinity<br>Broadcasting<br>Corporation<br>40 West 57th Street<br>New York, NY 10019 |

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

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10019

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

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

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\*Also a director

SCHEDULE III

VIACOM INC.

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EXECUTIVE OFFICERS

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

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|          |                       |  |                                     |
|----------|-----------------------|--|-------------------------------------|
| Fricklas | New York, NY<br>10036 | Secretary of<br>Viacom Inc. and of<br>Viacom<br>International Inc. | 1515 Broadway<br>New York, NY 10036 |
|----------|-----------------------|--|-------------------------------------|

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|                    |   |  |  |
|--------------------|---|--|--|
| Susan C.<br>Gordon | Viacom Inc.<br>1515 Broadway<br>New York, NY<br>10036 | Vice President,<br>Controller, Chief<br>Accounting Officer<br>of Viacom Inc. and<br>Viacom<br>International Inc. | Viacom<br>International<br>Inc.<br>1515 Broadway<br>New York, NY 10036 |
|--------------------|---|--|--|

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

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

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\*Also a Director

### SCHEDULE III (continued)

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#### DIRECTORS

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

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

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|                       |  |   |  |
|-----------------------|--|---|--|
| Philippe<br>P. Dauman | 121 East 65th<br>Street<br>New York, NY<br>10021 | Director of Viacom<br>Inc. and National<br>Amusements, Inc. |  |
|-----------------------|--|---|--|

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 Thomas E. 243 Cleft Road Director of Viacom  
 Dooley Mill Neck, NY Inc.  
 11937  
 -----

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

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

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

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

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

Brent D. c/o Showtime Director of National  
 Redstone Networks Inc. National Amusements, Inc.  
 1633 Broadway Amusements, Inc. 200 Elm Street  
 New York, NY Dedham, MA 02026  
 10019  
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Shari National President of National  
 Redstone Amusements, Inc. National Amusements, Inc.  
 200 Elm Street Amusements, Inc. 200 Elm Street  
 Dedham, MA 02026 Dedham, MA 02026  
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Fredric V. Bell Atlantic Vice Chairman-- Bell Atlantic  
 Salerno Corporation Finance and Corporation  
 1095 Avenue of Business 1095 Avenue of the

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|                                       |                                 |                                   |
|---------------------------------------|---------------------------------|-----------------------------------|
| the Americas<br>New York, NY<br>10036 | Development of<br>Bell Atlantic | Americas<br>New York, NY<br>10036 |
|---------------------------------------|---------------------------------|-----------------------------------|

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

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

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

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

NAIRI, INC.

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EXECUTIVE OFFICERS

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| Name      | Business or<br>Residence Address | Principal<br>Occupation<br>or Employment | Name and Address<br>of Corporation or<br>Other Organization<br>in which Employed |
|-----------|----------------------------------|--|--|
| Sumner M. | Viacom Inc.                      | Chairman of the                          | National   |

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|           |  |  |  |
|-----------|--|--|--|
| Redstone* | 1515 Broadway<br>New York, NY<br>10036 | Board of Viacom<br>Inc.; Chairman of<br>the Board and Chief<br>Executive Officer<br>of National<br>Amusements, Inc.; | Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
|           |  | Chairman and<br>President of NAIRI,<br>Inc.  |  |

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

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|                  |  |   |  |
|------------------|--|---|--|
| Jerome<br>Magner | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | Vice President and<br>Treasurer of<br>National<br>Amusements, Inc.<br>and NAIRI, Inc. | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
|------------------|--|---|--|

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|                    |  |  |  |
|--------------------|--|--|--|
| Richard<br>Sherman | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | Vice President of<br>National<br>Amusements, Inc.<br>and NAIRI, Inc. | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
|--------------------|--|--|--|

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\*Also a Director

SCHEDULE V

NATIONAL AMUSEMENTS, INC.

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EXECUTIVE OFFICERS

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

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Executive Officer  
of National  
Amusements, Inc.;  
Chairman and  
President of NAIRI,  
Inc.

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

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|                  |  |   |  |
|------------------|--|---|--|
| Jerome<br>Magner | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | VP and Treasurer of<br>National<br>Amusements, Inc.,<br>and NAIRI, Inc. | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
|------------------|--|---|--|

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|                    |  |  |  |
|--------------------|--|--|--|
| Richard<br>Sherman | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 | Vice President of<br>National<br>Amusements, Inc.<br>and NAIRI, Inc. | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
|--------------------|--|--|--|

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\*Also a Director

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DIRECTORS

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

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|                   |  |          |  |
|-------------------|--|----------|--|
| David<br>Andelman | Lourie and Cutler<br>60 State Street<br>Boston, MA 02109 | Attorney | Lourie and Cutler<br>60 State Street<br>Boston, MA 02109 |
|-------------------|--|----------|--|

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| Philippe<br>P. Dauman | Residence:<br>121 East 65th<br>Street<br>New York, NY<br>10021 | Director of<br>National<br>Amusements, Inc.<br>and Viacom Inc. |  |
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| Brent D.<br>Redstone | c/o Showtime<br>Networks Inc.<br>1633 Broadway<br>New York, NY<br>10019 | Director of<br>National<br>Amusements, Inc. | National<br>Amusements, Inc.<br>200 Elm Street<br>Dedham, MA 02026 |
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