

Edgar Filing: FTM MEDIA INC - Form SC 13D

FTM MEDIA INC
Form SC 13D
March 20, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

FTM MEDIA, INC.
(Name of Issuer)

Common Stock, Par Value \$.004 per share
(Title of Class of Securities)

457961100
(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)

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 / /.

CUSIP No. 457961100

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(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	(7) Sole Voting Power	
Beneficially Owned by Each Reporting Person	(8) Shared Voting Power	5,519,775
With	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	1,500,000

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
1,500,000

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

(13) Percent of Class Represented by Amount in Row (11)
23.0%

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

CUSIP No. 457961100

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

INFINITY MEDIA CORPORATION
I.R.S No. 13-2766282

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

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/ / (b)

(3) SEC Use Only

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

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

(6) Citizenship or Place of Organization Delaware

Number of Shares	(7) Sole Voting Power	
Beneficially Owned by Each Reporting Person	(8) Shared Voting Power	5,519,775
	(9) Sole Dispositive Power	
With	(10) Shared Dispositive Power	1,500,000

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 1,500,000

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

(13) Percent of Class Represented by Amount in Row (11) 23.0%

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

Item 1. Security and Issuer.

The class of equity securities to which this Statement on Schedule 13D relates is Common Stock, \$.004 par value per share (the "Common Shares"), of FTM Media Inc. (the "Issuer"), a Colorado corporation, with its principal executive office located at 6991 East Camelback Road, Suite D103, Scottsdale, Arizona 85251.

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") CBS Broadcasting Inc. ("CBSBI") Infinity Broadcasting Corporation ("IBC"), and Infinity Media Corporation ("IMC") (collectively, the "Reporting Persons").

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IMC, a Delaware corporation has its principal executive office at 40 West 57th Street, New York, New York 10019. IMC's principal businesses are radio broadcasting and outdoor advertising. 100% of the issued and outstanding stock of IMC is owned by IBC.

IBC, a Delaware corporation, has its principal executive office at 40 West 57th Street, New York, New York 10019. IBC's principal businesses are radio broadcasting and outdoor advertising. Approximately 64% of the issued and outstanding stock of IBC is owned by CBSBI.

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 VII attached hereto, containing the following information with respect to each

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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, neither of the Reporting Persons nor any person named in any of Schedules I through VII 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 IMC, IBC, 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 IMC, IBC, 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. (IBC was a majority owned indirect subsidiary of CBS and IMC was and is a wholly owned subsidiary of IBC).

Item 4. Purpose of Transaction.

The Issuer's Common Shares were acquired by the Reporting Persons, other than IMC, IBC, 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. (IBC was a majority owned indirect subsidiary of CBS and IMC was and is a wholly owned subsidiary of IBC). 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) IMC is the direct owner of 1,500,000 Common Shares or approximately 23% of the Issuer's issued and outstanding shares (based on the number of Common

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Shares that were reported by the Issuer to be issued and outstanding as of December 31, 1999). IMC is a party to a Contribution Agreement dated March 31, 1999 with the Issuer and other shareholders of the Issuer pursuant to which (i) IMC is represented on the Issuer's Board of Directors and (ii) with respect to the election of certain directors of the Issuer, IMC may be deemed to have shared voting power with respect to 5,519,775 Common Shares or 84% of the Issuer's issued and outstanding Common Shares.

The Reporting Persons expressly disclaim beneficial ownership of any Common Shares other than the 1,500,000 Common Shares directly held by IMC.

Each of IBC, CBSBI, W/CBS HCI, Viacom, NAIRI and NAI is currently the beneficial owner of, with shared dispositive and voting power, the Issuer's Common Shares owned by IMC.

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of 1,500,000 Common Shares or approximately 23% of the issued and outstanding Common Shares of the Issuer and 84% of the voting power (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of December 31, 1999).

(c) The Issuer's Common Shares were acquired by the Reporting Persons, other than IMC, IBC, 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. (IBC was a majority owned indirect subsidiary of CBS and IMC was and is a wholly owned subsidiary of IBC).

(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

Sumner M. Redstone,
Chairman and President

Viacom Inc.

By: /s/Michael D. Fricklas

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

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Infinity Broadcasting Corporation

By: /s/ Angeline C. Straka

Angeline C. Straka
Vice President and
General Counsel

Infinity Media Corporation

By: /s/ Angeline C. Straka

Angeline C. Straka
Vice President and
General Counsel

SCHEDULE I

INFINITY MEDIA CORPORATION

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. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc.	Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation
Daniel R. Mason	Infinity Broadcasting Corp. c/o First Media Corporation 10220 River Road Potomac, MD 20854	Executive Vice President of Infinity Broadcasting Corp. and President of Infinity Radio Group	
Farid Suleman*	Infinity Broadcasting Corp. 40 W. 57th Street New York, NY 10019	Executive Vice President, Chief Financial Officer and Treasurer of Infinity Broadcasting Corp.	

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*Also a director

SCHEDULE II

INFINITY BROADCASTING CORPORATION

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. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc.	Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation
Louis J. Briskman	CBS Television 51 W. 52nd Street New York, NY 10019	Executive Vice President and General Counsel of CBS Television	
Daniel R. Mason	Infinity Broadcasting Corp. c/o First Media Corporation 10220 River Road Potomac, MD 20854	Executive Vice President of Infinity Broadcasting Corp. and President of Infinity Radio Group	
Fredric G. Reynolds	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President and Chief Financial Officer of Viacom Inc.	
Farid Suleman*	Infinity Broadcasting Corp. 40 W. 57th Street New York, NY 10019	Executive Vice President, Chief Financial Officer and Treasurer of Infinity Broadcasting Corp.	

*Also a director

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SCHEDULE II
(continued)

DIRECTORS

Name	Business or Residence Address	Principal Occupation or Employment	Name and Address of Corporation or Other Organization in which Employed
George H. Conrades	AKAMAI Technologies 201 Broadway Cambridge, MA 02139	Chairman and CEO of AKAMAI Technologies	
Bruce S. Gordon	Bell Atlantic 1095 Avenue of the Americas New York, NY 10036	Group President, Enterprise Business of Bell Atlantic	
William S. Levine	1702 E. Highland Suite 310 Phoenix, AZ 85016	Owner and an Officer of numerous privately- owned firms and Chairman of Infinity Outdoor	Infinity Outdoor 1702 E. Highland, Suite 310 Phoenix, AZ 85016
David T. McLaughlin	The Gallery 46 Newport Road Suite 205 New London, NH 03257	Chairman and Chief Executive Officer of Orion Safety Products	Orion Safety Products P.O. Box 1047 Easton, MD 21601
Arturo R. Moreno	Infinity Outdoor 2502 North Black Canyon Highway Phoenix, AZ 85009	Chief Executive Officer of Infinity Outdoor	
Sumner M. Redstone	Viacom Inc. 1515 Broadway New York, NY 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	National Amusements, Inc. 200 Elm Street Dedham, MA 02026

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International Inc.

 Jeffrey Sherman Federated Direct Chairman and Chief
 1000 Third Avenue Executive
 New York, NY Operating Officer
 10022 of Federated
 Direct

Robert D. Cardinal Health, Chairman and Chief
 Walter Inc. Executive Officer
 7000 Cardinal of Cardinal
 Place Health, Inc.
 Dublin, OH 43017

SCHEDULE III

CBS BROADCASTING 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. 1515 Broadway New York, NY 10036	President and Chief Operating Officer of Viacom Inc.; Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation	Infinity Broadcasting Corporation 40 West 57th Street New York, NY 10019
Louis J. Briskman*	CBS Broadcasting Inc. 51 W. 52nd Street New York, NY 10019	Executive Vice President and General Counsel of CBS Television	
Leslie Moonves	Viacom Inc. 7800 Beverly Blvd. Los Angeles, CA 90036	President and Chief Executive Officer of CBS Television	CBS Television 7800 Beverly Blvd. Los Angeles, CA 90036

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

SCHEDULE IV

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. 1515 Broadway New York, NY 10036	President and Chief Operating Officer of Viacom Inc.; Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation	Infinity Broadcasting Corporation 40 West 57th Street New York, NY 10019
Louis J. Briskman*	CBS Broadcasting Inc. 51 W. 52nd Street New York, NY 10019	Executive Vice President and General Counsel of CBS Television	
Leslie Moonves	Viacom Inc. 7800 Beverly Blvd. Los Angeles, CA 90036	President and Chief Executive Officer of CBS Television	CBS Television 7800 Beverly Blvd. Los Angeles, CA 90036
Fredric G. Reynolds*	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President and Chief Financial Officer of Viacom Inc.	

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*Also a director

SCHEDULE V

VIACOM INC.

EXECUTIVE OFFICERS

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. 1515 Broadway New York, NY 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. 200 Elm Street Dedham, MA 02026
Mel Karmazin*	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc. and Viacom International Inc.	Chairman, President and Chief Executive Officer of Infinity Broadcasting Corporation
Michael D. Fricklas	Viacom Inc. 1515 Broadway New York, NY 10036	Sr. VP, General Counsel and Secretary of Viacom Inc. and of Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036
Susan C. Gordon	Viacom Inc. 1515 Broadway New York, NY 10036	Vice President, Controller, Chief Accounting Officer of Viacom Inc. and Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036
William A. Roskin	Viacom Inc. 1515 Broadway	Sr. VP, Human Resources and	Viacom International Inc.

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New York, NY 10036	Administration of Viacom Inc. and Viacom International Inc.	1515 Broadway New York, NY 10036
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Fredric Reynolds	Viacom Inc. 1515 Broadway New York, NY 10	Sr. VP, Chief Financial Officer of Viacom Inc. and Viacom International Inc.	Viacom International Inc. 1515 Broadway New York, NY 10036
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*Also a Director

SCHEDULE V (continued)

DIRECTORS

George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Winer & Abrams 60 State Street Boston, MA 02109
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George H. Conrades	AKAMI Technologies 201 Broadway Cambridge, MA 02139	Chairman and Chief Executive Officer of AKAMI Technologies	
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Philippe P. Dauman	121 East 65th Street New York, NY 10021	Director of Viacom Inc. and National Amusements, Inc.	
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Thomas E. Dooley	243 Cleft Road Mill Neck, NY 11937	Director of Viacom Inc.	
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William H. Gray III	UNCF 8260 Willow Oaks Corporate Drive Fairfax, VA 22031	President and Chief Executive Officer of The College Fund/UNCF	
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Jan Leschly	SmithKline Beecham P.O. Box 7929 Philadelphia, PA 19101	Chief Executive (Retired) of SmithKline Beecham	
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David T. McLaughlin	Orion Safety Products P.O. Box 2047 Easton, MD 21601	Chairman and Chief Executive Officer of Orion Safety Products	
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Ken Miller	Credit Suisse First Boston Corporation 11 Madison Avenue - 22nd Floor New York, NY 10010	Vice Chairman of C.S. First Boston	Credit Suisse First Boston Corporation 11 Madison Avenue 22nd Floor New York, NY 10010

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

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

Shari Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026

Fredric V. Salerno	Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036	Vice Chairman-- Finance and Business Development of Bell Atlantic	Bell Atlantic Corporation 1095 Avenue of the Americas New York, NY 10036

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

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

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

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Robert D. Cardinal Health, Chairman and Chief
 Walter Inc. Executive Officer
 7000 Cardinal of Cardinal
 Place Health, Inc.
 Dublin, OH 43017

SCHEDULE VI

NAIRI, INC.

EXECUTIVE OFFICERS

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. 1515 Broadway New York, NY 10036	Chairman of the Board of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President and Treasurer of National Amusements, Inc. and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Richard Sherman	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026

*Also a Director

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SCHEDULE VII

NATIONAL AMUSEMENTS, INC.

EXECUTIVE OFFICERS

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. 1515 Broadway New York, NY 10036	Chairman of the Board of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Shari Redstone*	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Jerome Magner	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	VP and Treasurer of National Amusements, Inc., and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Richard Sherman	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	Vice President of National Amusements, Inc. and NAIRI, Inc.	National Amusements, Inc. 200 Elm Street Dedham, MA 02026

*Also a Director

DIRECTORS

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George S. Abrams	Winer & Abrams 60 State Street Boston, MA 02109	Attorney	Winer & Abrams 60 State Street Boston, MA 02109
David Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney	Lourie and Cutler 60 State Street Boston, MA 02109
Philippe P. Dauman	Residence: 121 East 65th Street New York, NY 10021	Director of National Amusements, Inc. and Viacom Inc.	
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