

CBS CORP  
Form 10-K  
February 14, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2013**

**OR**

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 001-09553**

**CBS CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of  
incorporation or organization)

**04-2949533**

(I.R.S. Employer  
Identification Number)

**51 W. 52<sup>nd</sup> Street  
New York, NY 10019  
(212) 975-4321**

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

**Securities Registered Pursuant to Section 12(b) of the Act:**

**Title of Each Class**  
Class A Common Stock, \$0.001 par value  
Class B Common Stock, \$0.001 par value  
7.625% Senior Debentures due 2016

**Name of Each Exchange on  
Which Registered**  
New York Stock Exchange  
New York Stock Exchange  
NYSE MKT

**Securities Registered Pursuant to Section 12(g) of the Act:**

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None  
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer (as defined in Rule 405 of the Securities Act of 1933). Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer, or smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated  
filer ☒

Accelerated filer  
☐

Non-accelerated filer  
☐

Smaller reporting  
company ☐

(Do not check if a  
smaller  
reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes ☐ No ☒

As of June 28, 2013, which was the last business day of the registrant's most recently completed second fiscal quarter, the market value of the shares of CBS Corporation Class A Common Stock, \$0.001 par value ("Class A Common Stock"), held by non-affiliates was approximately \$401,227,620 (based upon the closing price of \$48.81 per share as reported by the New York Stock Exchange on that date) and the market value of the shares of CBS Corporation Class B Common Stock, \$0.001 par value ("Class B Common Stock"), held by non-affiliates was approximately \$27,056,801,364 (based upon the closing price of \$48.87 per share as reported by the New York Stock Exchange on that date); and the aggregate market value of the shares of both Class A Common Stock and Class B Common Stock held by non-affiliates was \$27,458,028,984.

As of February 11, 2014, 39,066,582 shares of Class A Common Stock and 554,311,765 shares of Class B Common Stock were outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of CBS Corporation's Notice of 2014 Annual Meeting of Stockholders and Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended (the "Proxy Statement") (Portion of Item 5; Part III).

**PART I**

**Item 1. Business.**

CBS Corporation (together with its consolidated subsidiaries unless the context otherwise requires, the "Company" or "CBS Corp.") is a mass media company with operations in the following segments:

**ENTERTAINMENT:** The Entertainment segment is composed of the *CBS®* Television Network; CBS Television Studios; CBS Global Distribution Group (composed of CBS Studios International and CBS Television Distribution); CBS Films®; and CBS Interactive.

**CABLE NETWORKS:** The Cable Networks segment is composed of *Showtime®* Networks, the Company's premium subscription program services; *CBS Sports Network®*, the Company's cable network focused on college athletics and other sports; and Smithsonian Networks, a venture between Showtime Networks and Smithsonian Institution, which operates *Smithsonian Channel*, a basic cable program service.

**PUBLISHING:** The Publishing segment is composed of Simon & Schuster, which publishes and distributes consumer books under imprints such as *Simon & Schuster®*, *Pocket Books®*, *Scribner®* and *Atria Books®*.

**LOCAL BROADCASTING:** The Local Broadcasting segment is composed of CBS Television Stations, the Company's 30 owned broadcast television stations; and *CBS Radio®*, through which the Company owns and operates 126 radio stations in 27 United States ("U.S.") markets.

**OUTDOOR AMERICAS:** The Outdoor Americas segment provides space for advertisers on out-of-home advertising structures and sites in the U.S., Canada and Latin America, including billboards, rail, subway cars, buses, benches, trains, trams, transit shelters, urban panels, street kiosks, transit platforms and in retail stores, and operates principally through *CBS Outdoor®*. As part of the Company's strategic initiatives for its outdoor advertising business, the Company plans to separate such business and convert it into a real estate investment trust, subject to approvals and as further described below.

For the year ended December 31, 2013, contributions to the Company's consolidated revenues from its segments were as follows: Entertainment 57%, Cable Networks 14%, Publishing 5%, Local Broadcasting 18% and Outdoor Americas 9%. The Company generated approximately 13% of its total revenues from international regions in 2013. For the year ended December 31, 2013, approximately 49% and 18% of total international revenues of approximately \$1.99 billion were generated in Europe and Canada, respectively.

The Company operates businesses which span the media and entertainment industries, including the CBS Television Network, cable program services, television content production and distribution, motion pictures, consumer publishing, television and radio stations, interactive media, and outdoor advertising, with a focus on optimizing the performance of each and establishing synergies and efficiencies among them. The Company's principal strategy is to create and acquire content that is widely accepted by audiences, and generate both advertising and non-advertising revenues from the distribution of this content on multiple media platforms and to various geographic locations. The Company also continues to pursue opportunities to grow and diversify its revenue streams, including licensing its content for exhibition on digital and other platforms; expanding the distribution of its content internationally; securing compensation from multichannel video programming distributors ("MVPDs"), including cable, direct broadcast satellite ("DBS"), telephone company, and other distributors, for authorizing the MVPDs' carriage of the Company's owned television stations (also known as "retransmission fees") and cable networks, and securing compensation from television stations affiliated with the CBS Television Network ("network affiliation fees" also known as "reverse compensation"); and increasingly monetizing content viewership and ratings as industry measurements evolve to reflect changing viewership habits.

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During 2013, the Company announced its intention to separate its Outdoor Americas business and, subject to receiving a ruling from the Internal Revenue Service ("IRS"), convert it into a real estate investment trust ("REIT"). Subject to market conditions and customary approvals, CBS Outdoor Americas Inc., a subsidiary of the Company which holds the Outdoor Americas business ("CBS Outdoor Americas Inc."), expects to sell up to 20% of its common stock through an initial public offering ("IPO") during the first quarter of 2014. At a time subsequent to the IPO, the Company intends to dispose of the remaining shares of CBS Outdoor Americas Inc. that it will own after completion of the IPO. In addition, on September 30, 2013, the Company completed the sale of its outdoor advertising business in Europe, which included an interest in an outdoor business in Asia ("Outdoor Europe"). Outdoor Europe has been presented as a discontinued operation in the Company's consolidated financial statements for all periods presented.

The Company competes with many different entities and media in various markets worldwide. In addition to competition in each of its businesses, the Company competes for opportunities in the entertainment business with other diversified entertainment companies such as The Walt Disney Company, NBCUniversal Media, LLC, Twenty-First Century Fox, Inc. (formerly known as News Corporation), Time Warner Inc., Cumulus Media Inc. and Clear Channel Communications, Inc.

As of December 31, 2013, National Amusements, Inc. ("NAI"), a closely held corporation that owns and operates approximately 947 movie screens in the U.S., the United Kingdom ("U.K.") and South America and manages 4 movie screens in South America, directly or indirectly owned approximately 79.6% of the Company's voting Class A Common Stock, and approximately 6.7% of the Company's Class A Common Stock and Class B Common Stock on a combined basis. Owners of the Company's Class A Common Stock are entitled to one vote per share. The Company's Class B Common Stock does not have voting rights. NAI is not subject to the reporting requirements of the Securities Exchange Act of 1934, as amended. Sumner M. Redstone, the controlling shareholder of NAI, is the Executive Chairman of the Board of Directors and Founder of the Company.

The Company was organized in Delaware in 1986. The Company's principal offices are located at 51 W. 52nd Street, New York, New York 10019. Its telephone number is (212) 975-4321 and its Website address is [www.cbscorporation.com](http://www.cbscorporation.com).

### **CBS CORP. BUSINESS SEGMENTS**

**Entertainment** (57%, 55% and 55% of the Company's consolidated revenues in 2013, 2012 and 2011, respectively, and 49%, 46% and 47% of the Company's consolidated operating income in 2013, 2012 and 2011, respectively)

The Entertainment segment consists of the CBS Television Network; CBS Television Studios and CBS Global Distribution Group (composed of CBS Studios International and CBS Television Distribution), the Company's television production and syndication operations; CBS Films, the Company's producer and distributor of theatrical motion pictures; and CBS Interactive, the Company's online content networks for information and entertainment.

**Television Network.** The CBS Television Network through CBS Entertainment , CBS News® and CBS Sports® distributes a comprehensive schedule of news and public affairs broadcasts, sports and entertainment programming to more than 200 domestic affiliates reaching throughout the U.S., including 16 of the Company's owned and operated television stations, and to affiliated stations in certain U.S. territories.

The CBS Television Network primarily derives revenues from the sales of advertising time for its network broadcasts. A significant portion of the advertising spots sold for the network's non-sports programming occurs annually generally during May through July in the industry's upfront advertising market for the upcoming television broadcast season, which runs for one year commencing in

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late-September. Advertisers purchase the remaining advertising spots closer to the broadcast of the related programming in the scatter advertising market. Overall advertising revenue for the network is also impacted by audience ratings for its programming. In addition, the CBS Television Network's revenues include network affiliation fees.

CBS Entertainment is responsible for acquiring or developing and scheduling the entertainment programming presented on the CBS Television Network, which includes primetime comedy and drama series, reality-based programming, specials, children's programs, daytime dramas, game shows and late-night programs. CBS News operates a worldwide news organization, providing the CBS Television Network and the CBS Radio Network with regularly scheduled news and public affairs broadcasts, including *60 Minutes*®, *48 Hours Mystery*®, *CBS Evening News with Scott Pelley*, *CBS This Morning*®, *CBS Sunday Morning*® and *Face the Nation*® as well as special reports. CBS News also provides CBS Newspath®, a television news syndication service that offers daily news coverage, sports highlights and news features to the CBS Television Network affiliates and other subscribers worldwide. CBS Sports broadcasts include *The NFL Today*, certain games from the NCAA Division I Men's Basketball Tournament, the PGA Golf Tour, Masters Tournament and PGA Championship, the U.S. Open Tennis Championships, regular-season college football and basketball games on network television, in addition to the NFL's American Football Conference (AFC) regular-season, post-season divisional playoff and championship games. CBS Sports broadcast the AFC through the 2013 season, including the broadcast of the 2013 Super Bowl. In December 2011, CBS extended its rights with the NFL to broadcast the AFC from the 2014 season through the 2022 season, including certain National Football Conference regular season games and the Super Bowls in 2016, 2019 and 2022. In February 2014, the Company announced an agreement with the NFL to produce and broadcast Thursday Night Football for the 2014 season. CBS Home Entertainment licenses home video rights and CBS Consumer Products licenses merchandising rights.

The CW, a broadcast network and the Company's 50/50 joint venture with Warner Bros. Entertainment, airs programming, including, *The Vampire Diaries*, *Beauty and the Beast*, *Reign* and *America's Next Top Model*. Eight of the Company's owned television stations are affiliates of The CW. Certain of The CW's programming is streamed on video-on-demand services owned by each of Hulu, LLC and Netflix, Inc. pursuant to license agreements.

**Television Production and Syndication.** The Company, through CBS Television Studios and CBS Global Distribution Group (composed of CBS Studios International and CBS Television Distribution), produces, acquires and/or distributes programming worldwide, including series, specials, news and public affairs. Such programming is produced primarily for broadcast on network television, exhibition on basic cable and premium subscription services or distribution via first-run syndication. First-run syndication is programming exhibited on television stations without prior exhibition on a network or cable service. The Company subsequently distributes programming after its initial exhibition on a network, basic cable network or premium subscription service for domestic exhibition on television stations, cable networks or video-on-demand services (known as "off-network syndicated programming"). Off-network syndicated programming, first-run syndicated programming and programming distributed internationally can sometimes be sold in successive cycles of sales known as "first cycle," "second cycle," sales, and so on, which may occur on exclusive or non-exclusive bases. Generally, license fees may decrease with successive sales cycles due to increased program exhibitions.

Programming that was produced or co-produced by the Company's production group and is broadcast on network television includes, among others, *CSI: Crime Scene Investigation* (CBS), *NCIS* (CBS), *The Good Wife* (CBS) and *Beauty and the Beast* (The CW). Generally, a network will license a specified number of episodes for broadcast on the network in the U.S. during a license period. Remaining distribution rights, including international and/or off-network syndication rights, are typically retained by the Company or, in the case of co-productions, distribution rights are shared with the co-producer for U.S. or international markets. The network license fee for a series episode is normally lower than the costs of producing the episode; however, the Company's objective is to recoup its costs and earn a profit through various forms of

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distribution, including international and domestic syndication and digital streaming of episodes. International sales are generally made within one year of the U.S. network run. Generally, a series must have a network run of at least three or four years to be successfully sold in domestic off-network syndication. In off-network syndication, the Company distributes series such as *CSI*., *CSI: Miami*, *CSI: NY*, *Criminal Minds*, *NCIS* and *NCIS: Los Angeles* as well as a library of older television programs. The Company also produces and/or distributes first-run syndicated series such as *Wheel of Fortune*, *Jeopardy!*, *Entertainment Tonight*, *Inside Edition*, *The Insider*, *Dr. Phil*, *Rachael Ray* and *Judge Judy*. The Company also distributes syndicated and other programming internationally.

In furtherance of the Company's efforts to monetize its content through digital media, the Company enters into numerous multi-year licensing agreements for distribution of certain of its programming to various services, including the digital streaming on subscription video-on-demand services owned by Netflix (in the U.S., Canada, countries in Europe and Latin America), Amazon (in the U.S., Germany and the U.K.), Comcast, Hulu (each, in the U.S.), Hulu Plus (in the U.S. and Japan), and DLA (in countries in Latin America and the Caribbean), among others; and the digital downloading on various electronic-sell-through services owned by Apple (in the U.S., Canada, Australia and countries in Europe), Amazon, Google and Microsoft (each, in the U.S.), among others.

Fees for television programming licensed for syndication and digital streaming are recorded as revenues at the beginning of the license period in which the programs are made available for exhibition, which, among other reasons, may cause substantial fluctuations in the Entertainment segment's operating results. Unrecognized revenues attributable to such license agreements were \$1.14 billion and \$1.31 billion at December 31, 2013 and December 31, 2012, respectively.

The Company continues to expand its global channel presence through domestic and international joint ventures. During the first quarter of 2013, the Company acquired a 50% interest in a joint venture with Lionsgate, which owns and operates the entertainment cable network, TVGN (TV Guide Network). The Company also acquired a 20% interest in a joint venture, which owns and operates AXS TV, a television channel exhibiting music programming, festivals, special events and other programming in the U.S., Canada and the Caribbean. The Company owns a 49% interest in a joint venture with a subsidiary of AMC Networks Inc., which owns and operates six cable and satellite channels in the U.K. and Ireland, including *CBS Action*, *CBS Drama* and *CBS Reality*. The Company also owns a 30% interest in a joint venture with another subsidiary of AMC Networks, which owns and operates nine cable and satellite channels in Europe, the Middle East and Africa broadcasting CBS programming and branded as *CBS Action*, *CBS Drama*, *CBS Reality* and *CBS Europa*. In Australia, the Company owns an approximately 33% interest in a joint venture with a subsidiary of Ten Network Holdings Limited to provide content to *ELEVEN*, a digital television channel service. In August 2013, the Company acquired a 30% interest in a joint venture with RTL Group to launch two cable channels in South East Asia in English and local languages, the first of which, *RTL CBS Entertainment*, launched in September 2013.

**CBS Films.** CBS Films produces, acquires and distributes theatrical motion pictures across all genres. The budget for each picture is intended to be up to \$50 million plus advertising and marketing costs at a level consistent with industry custom. The majority of motion pictures produced or acquired by CBS Films is intended for a wide, commercial theatrical release, similar to motion pictures typically produced and released by major studios. CBS Films' theatrical releases in 2013 were *The Last Exorcism Part II*, *The Kings of Summer*, *The To Do List*, *Last Vegas* and *Inside Llewyn Davis*.

In general, motion pictures produced or acquired by CBS Films are exhibited theatrically in the U.S. and internationally, followed by exploitation via home entertainment (including DVDs and Blu-ray Discs and electronic rental and sell-through), video-on-demand, pay-per-view, pay television, free television and basic cable, digital media outlets and, in some cases, other channels such as airlines and hotels. CBS Films exploits its motion pictures (including certain ancillary rights, such as licensing and merchandising) and

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generates revenues in all media in the relevant release windows either directly, through affiliated CBS entities, or via third party distribution arrangements.

**CBS Interactive.** CBS Interactive is one of the leading global publishers of premium content on the Internet. CBS Interactive was ranked among the top Internet properties in the world according to comScore Media Metrix, December 2013. CBS Interactive's leading brands, including *CNET*, *CBS.com*, *CBSsports.com*, *GameSpot*, *TVGuide.com*, *TV.com*, *CBSNews.com*, *ZDNet*, *Last.fm*, and *MetroLyrics.com*, among others, serve targeted audiences with text, video, audio, and mobile content spanning technology, entertainment, sports, news, business, gaming and music categories. In addition to its U.S.-based business, CBS Interactive operates in Asia, Australia and Europe. CBS Interactive's worldwide brands reached approximately 283 million unique monthly visitors during December 2013 according to comScore Media Metrix, December 2013.

CBS Interactive generates revenue principally from the sale of advertising and sponsorships, in addition to fees derived from search and commerce partners, licensing fees, subscriptions, e-commerce activities, and other paid services. Advertising spending on the Internet, as in traditional media, fluctuates significantly with economic conditions. In addition, online marketing spending follows seasonal consumer behavior throughout the calendar year to reflect trends during the calendar year.

*CNET.com* is one of the preeminent Websites for technology and consumer electronics information and features news, reviews, downloads and instructional and entertaining video and audio shows about technology. In September 2013, the Company launched CNET en Espanol, which delivers CNET.com's information in the U.S. to Spanish speakers. *TVGuide.com* and its mobile properties, which were wholly acquired by the Company in May 2013, provide comprehensive information about television programming. *GameSpot* is a leading gaming information Website providing video game reviews and previews, news, eSports, Webcasts, videos, and game downloads. *CBSsports.com* provides sports content, fantasy sports, community and e-commerce features, and also owns and operates *MaxPreps.com*. *Last.fm* is a music recommendation, discovery and social networking site, and *MetroLyrics.com* is one of the most popular databases for song lyrics online. *TV.com* is a destination for entertainment and community around television where visitors can watch videos and discuss and obtain information about television shows across all networks. CBS Interactive also operates *CBS.com*, the online destination for CBS Television Network programming. Further extending the *CBS.com* experience, during 2013, the Company launched a CBS App offering streaming of various programs from the Company's current network programming and library to Android, iPhone, iPad and Windows 8 users. Through the *CBS Audience Network*, the Company delivers video content from its Websites and television, radio and affiliated stations under an advertiser-supported distribution model. The growing slate of the Company's content available online includes full episodes, clips and highlights based on CBS, CBS Sports Network and Showtime Networks programming as well as original made-for-the-Web content.

### Entertainment Competition.

**Television Network.** The television broadcast environment is highly competitive. The principal methods of competition in broadcast television are the development and acquisition of popular programming and the development of audience interest through programming and promotion, in order to sell advertising at profitable rates. Broadcast networks like CBS compete for audience, advertising revenues and programming with other broadcast networks such as ABC, FOX, NBC, The CW and MyNetworkTV, independent television stations, cable program services as well as other media, including DVDs and Blu-ray Discs, print and the Internet. In addition, the CBS Television Network competes with the other broadcast networks to secure affiliations with independently owned television stations in markets across the country, which are necessary to ensure the effective distribution of network programming to a nationwide audience.

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**Television Production and Syndication.** As a producer and distributor of programming, the Company competes with studios, television production groups, and independent producers and syndicators such as Disney, Fox, NBCUniversal, Sony and Warner Bros. to produce and sell programming both domestically and overseas. The Company also competes to obtain creative talent and story properties which are essential to the success of all of the Company's entertainment businesses.

**CBS Films.** Motion picture production and distribution is a highly competitive business. During the life cycle of the development and production of a motion picture project, CBS Films must compete for the rights to compelling underlying source material and talent such as writers, producers, directors, on-screen performers and other creative personnel. CBS Films must also compete with other buyers for the acquisition of third-party produced motion pictures. Once a motion picture is completed or acquired, CBS Films must compete with numerous other motion pictures produced and/or distributed by various studios and independent producers including Paramount Pictures Corporation, Walt Disney Studios Motion Pictures, Warner Bros. Entertainment Inc., Lions Gate Entertainment, The Weinstein Company, Relativity Media, Metro-Goldwyn-Mayer Studios Inc. and Lakeshore Entertainment Group, among others, for audience acceptance as well as limited exhibition outlets across all of the relevant release windows. In addition, the ultimate consumer has many options for entertainment other than motion pictures including video games, sports, travel, outdoor recreation, the Internet, and other cultural and computer-related activities.

**CBS Interactive.** CBS Interactive competes with a variety of online properties for users, advertisers, and partners, including the following: general purpose portals such as AOL, MSN and Yahoo!, especially as these properties expand their content offerings; search engines such as Google, Yahoo! and Bing; online comparison shopping and retail properties, including Amazon.com; vertical content sites in the categories that CBS Interactive's brands serve, such as technology, gaming, music, news, business, food, and lifestyle focused Websites; other content sites such as Hulu, HBO GO and ESPN.com as well as major television broadcast company websites; and platforms such as blogs, podcasts and video properties. CBS Interactive also competes for users and advertisers with diversified media companies that provide both online and offline content, including magazines, cable television, network television, radio and newspapers.

**Cable Networks** (14%, 13% and 12% of the Company's consolidated revenues in 2013, 2012 and 2011, respectively, and 27%, 26% and 26% of the Company's consolidated operating income in 2013, 2012 and 2011, respectively)

The Cable Networks segment is composed of *Showtime Networks*, the Company's premium subscription program services; *CBS Sports Network*, the Company's cable network focused on college athletics and other sports; and *Smithsonian Networks*, a venture with Smithsonian Institution, which operates *Smithsonian Channel*.

**Showtime Networks.** Showtime Networks owns and operates three commercial-free, premium subscription program services in the U.S.: *Showtime*, offering recently released theatrical feature films, original series, documentaries, boxing and other sports-related programming, and special events; *The Movie Channel*®, offering recently released theatrical feature films and related programming; and *Flix*®, offering theatrical feature films primarily from the last several decades, as well as selected other titles. At December 31, 2013, *Showtime*, *The Movie Channel* and *Flix*, in the aggregate, had approximately 76 million subscriptions in the U.S., certain U.S. territories and Bermuda.

Showtime Networks also owns and operates multiplexed channels of *Showtime* and *The Movie Channel* in the U.S. which offer additional and varied programming choices. In addition, Showtime Networks transmits high definition feeds of *Showtime*, *The Movie Channel* and many of their multiplexed channels, and also makes versions of *Showtime*, *The Movie Channel* and *Flix* available "on demand," enabling subscribers to watch selected individual programs at their convenience (in both standard and high definition in the case of *Showtime* and *The Movie Channel*, and standard definition in the case of *Flix*).

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Showtime Networks also makes available *Showtime Anytime*®, an authenticated version of *Showtime*, which can be accessed on computers via *showtimeanytime.com* or via certain portable devices through a *Showtime Anytime* software application or "app" free of charge to *Showtime* subscribers as part of their *Showtime* subscription through participating Showtime Networks' distributors. Through *Showtime Anytime*, *Showtime* subscribers can view hundreds of hours of on demand programming as well as live telecasts of the east and west coast feeds of *Showtime*. Showtime Networks additionally operates the Website *SHO.com* and various apps, which promote *Showtime*, *The Movie Channel* and *Flix* programming, and provide information and entertainment and other services.

Showtime Networks derives revenue principally from the license of its program services to numerous MVPDs, with a substantial portion of such revenue coming from three of the largest such distributors. The costs of acquiring exhibition rights to programming and producing original series are the principal expenses of Showtime Networks. Showtime Networks enters into commitments to acquire rights, with an emphasis on acquiring exclusive rights for *Showtime* and *The Movie Channel*, from major or independent motion picture studios and other distributors typically covering the U.S. and Bermuda for varying durations, including exclusive motion picture output agreements with CBS Films, Buena Vista Pay Television, a subsidiary of The Walt Disney Company (for certain DreamWorks motion pictures), The Weinstein Company and Open Road Films. Showtime Networks' original series in 2013 included *Homeland*, *Dexter*®, *Ray Donovan*, *Masters of Sex*, *Shameless*, *Nurse Jackie*, *House of Lies* and *Episodes*, among others. Showtime Networks also telecasts various sports-related programs, including *Inside the NFL*, *60 Minutes Sports* and *Jim Rome on Showtime*. Showtime Networks has entered into and may from time to time enter into co-financing, co-production and/or distribution arrangements with other parties to reduce the net cost to Showtime Networks for its original programming. In addition, Showtime Networks derives revenue by licensing rights it retains in certain of its original programming. For example, Showtime Networks and its corporate affiliate(s) have entered into licenses with television networks in various territories for exhibition of certain original series, as well as licensing arrangements with several Internet distributors, including Netflix, iTunes and Amazon, among others, for certain *Showtime* programming, such as *Dexter*. Showtime Networks also produces and/or provides special events to licensees on a pay-per-view basis through *Showtime PPV*®. In 2013, Showtime Networks entered into an agreement to produce and distribute up to six Floyd Mayweather boxing matches live on a pay-per-view basis and on a delayed basis on *Showtime*.

Showtime Networks also owns a majority of and manages Smithsonian Networks, a venture with Smithsonian Institution, which operates *Smithsonian Channel*, a basic cable service in the U.S., featuring programs of a cultural, historical, scientific and educational nature. Smithsonian Networks offers both standard and high definition versions of *Smithsonian Channel* and a companion on-demand version. Smithsonian Networks additionally makes *Smithsonian Channel* content available on an authenticated basis to certain distributors. It also operates the Website *SmithsonianChannel.com* and various apps, which promote *Smithsonian Channel* programming and provide information and entertainment services. In 2013, Smithsonian Networks entered into agreements with Blue Ant Television to create Smithsonian Channel in Canada, which launched in November 2013.

**CBS Sports Network.** CBS Sports Network is a 24-hour cable program service that provides sports and related content, with a strong focus on college sports. The network televises in high definition over 350 live professional, amateur, semi-professional and collegiate events annually, highlighted by Division I college football, basketball, hockey and lacrosse, as well as professional bull riding (PBR), professional basketball (NBA Development League), professional lacrosse (MLL) and arena football (AFL). In addition, the network showcases a variety of original programming, including documentaries and features, studio shows, such as weeknight news and commentary show, *ROME*, featuring host Jim Rome, and *Lead Off*, and weekly shows such as *NFL Monday QB*. CBS Sports Network also provides ancillary coverage for CBS Sports relating to major events such as the NCAA Division I Men's Basketball Tournament, the Masters, the PGA Championship and U.S. Open Tennis. CBS Sports Network had approximately 51 million

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subscribers as of December 31, 2013. The network derives its revenues from subscription fees and the sale of advertising. CBS Sports Network has secured carriage arrangements with the top MVPDs.

### **Cable Networks Competition.**

**Showtime Networks.** Showtime Networks primarily competes with other providers of premium subscription program services in the U.S., including Home Box Office, Inc. and Starz. Competition among these premium subscription program services in the U.S. is dependent on: (i) the production, acquisition and packaging of original series and other original programming and the acquisition and packaging of an adequate number of recently released theatrical motion pictures; and (ii) the offering of prices, marketing and advertising support and other incentives to MVPDs for carriage so as to favorably position and package Showtime Networks' premium subscription program services to subscribers. Home Box Office, Inc. is the largest company in the U.S. premium subscription program service category, offering two premium subscription program services, HBO and Cinemax. Showtime Networks competes with Home Box Office, Inc. and has a smaller share of the premium subscription program service category. Starz, another premium subscription program service, competes with Showtime Networks' and Home Box Office, Inc.'s premium program services. In addition, Showtime Networks competes with newer, non-traditional subscription programming services delivered via the Internet, such as Netflix, for original programming, theatrical motion pictures and viewership. Showtime Networks also competes for programming, distribution and/or audiences with basic cable program services, broadcast television and other media, including DVDs and Blu-ray Discs, portable devices and the Internet.

Smithsonian Networks competes for programming, distribution and/or audiences with non-fiction and other basic cable program services, including Discovery Channel, National Geographic Channel and History, as well as with broadcast television and other media, such as DVDs and Blu-ray Discs, portable devices and the Internet.

**CBS Sports Network.** CBS Sports Network principally competes with cable programming services, including other sports-oriented cable programming services, for distribution and license fee revenue among MVPDs, as well as for viewership and advertising revenue. The effects of consolidation among MVPDs and consumer pricing sensitivity have made it more difficult for newer channels to secure broad distribution in mainstream programming packages. In addition, the largest cable providers have created sports tiers for sports programming services which have not, in many cases, achieved significant subscriber penetration or acceptance. CBS Sports Network is completing its repositioning to be included in programming packages with more subscribers. Re-alignment of college athletic conferences and their member institutions may adversely impact CBS Sports Network's programming arrangements. CBS Sports Network also competes with cable programming services generally, including other sports programming services, such as ESPN, NBC Sports Network and the FOX Sports Networks, in acquiring the television and multimedia rights to sporting events, resulting in increased rights fees and increased production expenses.

The terms and favorable renewal of agreements with distributors for the distribution of the Company's subscription program services are important to the Company. The effects of consolidation among MVPDs and other marketplace factors make it more difficult to reach and maintain favorable terms and could have an adverse effect on revenues.

**Publishing** (5%, 6% and 6% of the Company's consolidated revenues in 2013, 2012 and 2011, respectively, and 3% of the Company's consolidated operating income in each of 2013, 2012 and 2011)

The Publishing segment consists of Simon & Schuster, which publishes and distributes consumer books in the U.S. and internationally.

Simon & Schuster publishes and distributes adult and children's consumer books in printed, digital and audio formats in the U.S. and internationally. Digital formats include audio downloads for the Apple

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iPod and other companies' MP3 players, electronic books for increasingly popular devices such as Amazon's Kindle, the Apple iPad and Barnes & Noble's NOOK, stand-alone applications for the Apple iPod and iPhone, and new hybrid text and video combinations. Simon & Schuster's major adult imprints include *Simon & Schuster*, *Pocket Books*, *Scribner*, *Atria Books®*, *Gallery Books®*, *Touchstone®*, *Threshold Editions* and *Howard Books®*. Simon & Schuster's major children's imprints include *Simon Pulse®*, *Aladdin®*, *Athenium Books for Young Readers* and *Simon & Schuster Books For Young Readers*. Simon & Schuster also develops special imprints and publishes titles based on the products of certain CBS businesses as well as that of third parties and distributes products for other publishers. Simon & Schuster distributes its products directly and through third parties. Simon & Schuster also delivers content and promotes its products on general Internet sites as well as those linked to individual titles; its created assets include online videos showcasing Simon & Schuster authors and new releases on YouTube, iTunes, Blinkx, AOL, SimonandSchuster.com and other sites. International publishing includes the international distribution of English-language titles through Simon & Schuster UK, Simon & Schuster Canada, Simon & Schuster Australia, Simon & Schuster India and other distributors, as well as the publication of local titles by Simon & Schuster UK and Simon & Schuster Australia.

In 2013, Simon & Schuster published 326 New York Times bestsellers in hardcover, paperback and electronic formats, collectively, including 37 New York Times #1 bestsellers. Best-selling titles in 2013 include *Doctor Sleep* (Stephen King), *Happy, Happy, Happy* (Phil Robertson) and *Si-cology 1: Tales and Wisdom from Duck Dynasty's Favorite Uncle* (Si Robertson). Bestselling children's titles from Simon & Schuster include *City of Bones* (Cassandra Clare), *Clockwork Princess* (Cassandra Clare) and *Dork Diaries 6* (Rachel Renee Russell). *Simon & Schuster Digital*, through *SimonandSchuster.com*, publishes original content, builds reader communities and promotes and sells Simon & Schuster's books over the Internet.

The consumer publishing marketplace is subject to increased periods of demand in the summer months and during the end-of-year holiday season. Major new title releases represent a significant portion of Simon & Schuster's sales throughout the year. Simon & Schuster's top two accounts drive a significant portion of its annual revenue. Consumer print books are generally sold on a fully returnable basis, resulting in the return of unsold books. In the domestic and international markets, the Company is subject to global trends and local economic conditions. In 2013, the sale of digital content represented approximately 27% of Simon & Schuster's revenues. The Company expects that electronic books will continue to represent an increasing portion of Simon & Schuster revenues in the coming years.

**Publishing Competition.** The consumer publishing business is highly competitive and has been affected over the years by consolidation trends and new electronic distribution methods and models. Mass merchandisers and on-line retailers are significant factors in the industry contributing to the general trend toward consolidation in the retail channel. The growth of the electronic book market has impacted print book retailers and wholesalers and could result in a reduction of these channels for the sales and marketing of the Company's books. In addition, unfavorable economic conditions and competition may adversely affect book retailers' operations, including distribution of the Company's books. The Company must compete with other larger publishers such as Penguin Random House, Hachette and Harper Collins for the rights to works by authors and sales to retailers and customers. Competition is particularly strong for well-known authors and public personalities. In addition, technological changes have made it increasingly possible for authors to self-publish and have led to the development of new digital distribution models in which the Company's books must compete with the availability of both a larger volume of books as well as non-book content.

**Local Broadcasting** (18%, 20% and 20% of the Company's consolidated revenues in 2013, 2012 and 2011, respectively, and 25%, 28% and 29% of the Company's consolidated operating income in 2013, 2012 and 2011, respectively)

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The Local Broadcasting segment is composed of CBS Television Stations, the Company's 30 owned broadcast television stations, and CBS Radio, through which the Company owns and operates 126 radio stations in 27 U.S. markets and related online properties. The Company operates local Websites in major U.S. markets, including New York, Los Angeles, Chicago, San Francisco and Dallas, which combine the Company's television and radio local media brands online to provide the latest news, traffic, weather, and sports information as well as local discounts, directories and reviews to serve the local community.

**CBS Television Stations.** The Company owns 30 broadcast television stations through its CBS Television Stations group, all of which operate under licenses granted by the Federal Communications Commission ("FCC") pursuant to the Communications Act of 1934, as amended (the "Communications Act"). The licenses are renewable every eight years. The Company's television stations are located in the 7 largest, and 15 of the top 20, television markets in the U.S. The Company owns multiple television stations within the same designated market area ("DMA") in 10 major markets. These multiple station markets are: New York (market #1), Los Angeles (market #2), Philadelphia (market #4), Dallas-Fort Worth (market #5), San Francisco-Oakland-San Jose (market #6), Boston (market #7), Detroit (market #11), Miami-Ft. Lauderdale (market #16), Sacramento-Stockton-Modesto (market #20), and Pittsburgh (market #23). This group of television stations enables the Company to reach a wide audience within and across geographically diverse markets in the U.S. The stations produce news and broadcast public affairs, sports and other programming to serve their local markets and offer CBS, The CW or MyNetworkTV programming and syndicated programming. The CBS Television Stations group principally derives its revenues from the sale of advertising time on its television stations. In addition, the CBS Television Stations group receives retransmission fees from MVPDs for authorizing the MVPDs' carriage of the Company's owned television stations. Substantially all of the Company's television stations operate Websites, many of which are combined with the Websites of the Company's radio stations in co-located markets, which promote the stations' programming and provide news, information, entertainment, and other services, through the CBS Local Digital Media group. These Websites principally derive revenues from the sale of advertising.

### Television Stations

The table below sets forth the broadcast television stations owned by the Company as of February 11, 2014.

| Station and Metropolitan Area Served(1) | Market Rank(2) | Type | Network Affiliation |
|-----------------------------------------|----------------|------|---------------------|
| WCBS-TV<br>New York, NY                 | 1              | UHF  | CBS                 |
| WLNY-TV<br>New York, NY                 | 1              | UHF  | Independent         |
| KCAL-TV<br>Los Angeles, CA              | 2              | VHF  | Independent         |
| KCBS-TV<br>Los Angeles, CA              | 2              | UHF  | CBS                 |
| WBBM-TV<br>Chicago, IL                  | 3              | VHF  | CBS                 |
| KYW-TV<br>Philadelphia, PA              | 4              | UHF  | CBS                 |
| WPSG-TV<br>Philadelphia, PA             | 4              | UHF  | The CW              |
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| Station and Metropolitan Area Served(1)       | Market Rank(2) | Type | Network Affiliation |
|-----------------------------------------------|----------------|------|---------------------|
| KTVT-TV<br>Dallas-Fort Worth, TX              | 5              | UHF  | CBS                 |
| KTXA-TV<br>Dallas-Fort Worth, TX              | 5              | UHF  | Independent         |
| KPIX-TV<br>San Francisco-Oakland-San Jose, CA | 6              | UHF  | CBS                 |
| KBCW-TV<br>San Francisco-Oakland-San Jose, CA | 6              | UHF  | The CW              |
| WBZ-TV<br>Boston, MA                          | 7              | UHF  | CBS                 |
| WSBK-TV<br>Boston, MA                         | 7              | UHF  | MyNetworkTV         |
| WUPA-TV<br>Atlanta, GA                        | 9              | UHF  | The CW              |
| WKBD-TV<br>Detroit, MI                        | 11             | UHF  | The CW              |
| WWJ-TV<br>Detroit, MI                         | 11             | UHF  | CBS                 |
| KSTW-TV<br>Seattle-Tacoma, WA                 | 13             | VHF  | The CW              |
| WTOG-TV<br>Tampa-St. Petersburg-Sarasota, FL  | 14             | UHF  | The CW              |
| WCCO-TV<br>Minneapolis-St. Paul, MN           | 15             | UHF  | CBS                 |
| <i>Satellites:</i>                            |                |      |                     |
| KCCO-TV(3)<br>Alexandria, MN                  |                | VHF  | CBS                 |
| KCCW-TV(4)<br>Walker, MN                      |                | VHF  | CBS                 |
| WFOR-TV<br>Miami-Ft. Lauderdale, FL           | 16             | UHF  | CBS                 |
| WBFS-TV<br>Miami-Ft. Lauderdale, FL           | 16             | UHF  | MyNetworkTV         |
| KCNC-TV<br>Denver, CO                         | 17             | UHF  | CBS                 |
| KOVR-TV<br>Sacramento-Stockton-Modesto, CA    | 20             | UHF  | CBS                 |
| KMAX-TV<br>Sacramento-Stockton-Modesto, CA    | 20             | UHF  | The CW              |
| KDKA-TV<br>Pittsburgh, PA                     | 23             | UHF  | CBS                 |
| WPCW-TV<br>Pittsburgh, PA                     | 23             | VHF  | The CW              |

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| Station and Metropolitan Area Served(1) | Market Rank(2) | Type | Network Affiliation        |
|-----------------------------------------|----------------|------|----------------------------|
| WBXI-CA(5)<br>Indianapolis, IN          | 26             | UHF  | ItWorks Weather<br>Service |
| WJZ-TV<br>Baltimore, MD                 | 27             | VHF  | CBS                        |

- (1) Metropolitan Area Served is Nielsen Media Research's DMA.
- (2) Market Rankings based on Nielsen Media Research Local Market Universe Estimate, September 2013.
- (3) KCCO-TV is operated as a satellite station of WCCO-TV.
- (4) KCCW-TV is operated as a satellite station of WCCO-TV.
- (5) WBXI-CA is a Class A low power television station. Class A low power television stations do not implicate the FCC's ownership rules.

**CBS Radio.** The Company's radio broadcasting business operates through CBS Radio, one of the largest operators of radio stations in the U.S. CBS Radio owns and operates 126 radio stations serving 27 U.S. markets as of February 11, 2014. Virtually all of the Company's owned and operated radio stations are located in the 50 largest U.S. radio markets and approximately 79% in the 25 largest U.S. radio markets. Most of the Company's owned radio stations implement digital broadcasting. The Company's strategy generally is to operate radio stations in the largest markets and take advantage of the Company's ability to sell advertising across multiple markets and formats. *CBS Sports Radio Network* launched in January 2013 and provides up to 24-hours, seven-days-a-week of national sports programming to affiliated radio stations. The network has more than 300 affiliates across the country and Canada, including radio stations in 9 of the top 10 U.S. radio markets. Cumulus Media, as *CBS Sports Radio Network's* exclusive syndicator, is responsible for securing radio station affiliates and for the network's advertising sales. The Company believes that it is favorably impacted by offering radio, television and outdoor advertising platforms in large markets. The "Radio Stations, Television Stations and Outdoor Advertising Displays" table below includes information with respect to the Company's radio stations in the top 25 U.S. radio markets.

CBS Radio's geographically dispersed stations serve diverse target demographics through a broad range of formats such as rock, classic hits/oldies, all-news, talk, Spanish language, adult contemporary, top 40/contemporary hit radio, urban, sports and country, and CBS Radio has established leading franchises in news, sports and personality programming. This diversity provides advertisers with the convenience of selecting stations to reach a targeted demographic or groups of stations to reach broad groups of consumers within and across markets and also reduces the Company's dependence on any single station, local economy, format or advertiser. At the same time, CBS Radio maintains substantial diversity in each market where its stations operate so that its stations can appeal to several demographic groups. CBS Radio's general programming strategies include employing popular on-air talent, some of whose broadcasts may be syndicated by CBS Radio using the services of a third party syndicator, broadcasting programming syndicated to it by others, acquiring the rights to broadcast sports play-by-play and producing and acquiring news content for its radio stations. The overall mix of each radio station's programming lineup is designed to fit the station's specific format and serve its local community.

The majority of CBS Radio's revenues are generated from the sale of local and national advertising. The major categories of radio advertisers include: automotive, retail, healthcare, telecommunications, insurance, fast food, beverage, movies and entertainment. CBS Radio is able to use the reach, diversity and branding of its radio stations to create unique division-wide marketing and promotional initiatives for major national advertisers of products and services. Advertising expenditures by advertisers fluctuate, which has an effect on CBS Radio's revenues.

Substantially all of the Company's radio stations operate Websites, many of which are combined with the Websites of the Company's television stations in co-located markets, which promote the stations' programming, and provide news, information and entertainment, as well as other services. Also, CBS Radio operates Websites for its music radio stations. All of these Websites are part of the CBS Local Digital Media group and principally derive revenues from the sale of advertising. CBS Radio is one of the

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most listened to online radio providers according to Triton Digital's monthly Top 20 Ranker for December 2013.

### **Local Broadcasting Competition.**

***CBS Television Stations.*** Television stations compete for programming, on-air talent, audiences and advertising revenues with other stations and cable networks in their respective coverage areas and, in some cases, with respect to programming, with other station groups, and, in the case of advertising revenues, with other local and national media. The owned and operated television stations' competitive position is largely influenced by the quality of the syndicated programs and local news programs in time periods not programmed by the network; the strength of the CBS Television Network programming and, in particular, the viewership of the CBS Television Network in the time period immediately prior to the late evening news; and in some cases, by the quality of the broadcast signal.

***CBS Radio.*** The Company's radio stations directly compete within their respective markets for audience, advertising revenues and programming with other radio stations, including those owned by other group owners such as Clear Channel Communications, Inc., Cumulus Media Inc., Emmis Communications Corporation, Entercom Communications Corp. and Radio One, Inc. The Company's radio stations, including their Internet and streaming activities, also compete with other media, such as broadcast, cable and DBS television, newspapers, magazines, direct mail, and the Internet, including services such as Pandora, Spotify and Rhapsody. The radio industry is also subject to competition from Sirius XM Holdings Inc., which provides digital audio services to subscribers.

The Company's television and radio stations face increasing competition from newer technologies, including audio and visual programming delivered via the Internet, which create new ways for individuals to watch programming and listen to music and other content of their choosing while avoiding traditional commercial advertisements. Also, an increasingly broad adoption by consumers of portable digital devices could affect the ability of the Company's television and radio stations to attract audiences and advertisers.

Aggregate total revenues for the Company's radio stations for 2013 were ranked #1 or #2 in four of the top five U.S. markets by metro area population (New York, Los Angeles, Chicago, and San Francisco), according to the 2013 Market Total Revenues Performance Summary of Miller, Kaplan, Arase & Co., LLP.

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## Radio Stations, Television Stations and Outdoor Advertising Displays

The following table sets forth information with regard to the Company's radio stations, television stations and outdoor advertising displays as of February 11, 2014 in the top 25 U.S. radio markets:

| Market and Market Rank(1)               | Stations             | Radio     |                           | Television |      |                     | Outdoor Americas                                     |
|-----------------------------------------|----------------------|-----------|---------------------------|------------|------|---------------------|------------------------------------------------------|
|                                         |                      | AM/<br>FM | Format                    | Stations   | Type | Network Affiliation | Display Type                                         |
| New York, NY                            | WCBS                 | AM        | News                      | WCBS-TV    | UHF  | CBS                 | Billboards,                                          |
|                                         | WCBS                 | FM        | Classic Hits              | WLNY-TV    | UHF  | Independent         | Subway/Rail,                                         |
|                                         |                      |           |                           |            |      |                     | Bus,                                                 |
|                                         | <i>#1 Radio</i>      | WFAN      | AM Sports                 |            |      |                     | Transit                                              |
|                                         | <i>#1 Television</i> | WFAN      | FM Sports                 |            |      |                     | Structures, Malls,                                   |
|                                         |                      |           |                           |            |      |                     | Digital In-Store Networks                            |
| Los Angeles, CA(2)                      |                      | WINS      | AM News                   |            |      |                     |                                                      |
|                                         |                      | WNOW      | FM Contemporary Hit Radio |            |      |                     |                                                      |
|                                         |                      | WWFS      | FM Hot Adult Contemporary |            |      |                     |                                                      |
|                                         | KAMP                 | FM        | Contemporary Hit Radio    | KCAL-TV    | VHF  | Independent         | Billboards, Rail,                                    |
|                                         | KCBS                 | FM        | Adult Hits                | KCBS-TV    | UHF  | CBS                 | Bus,                                                 |
|                                         |                      |           |                           |            |      |                     | Transit Structures, Malls, Digital In-Store Networks |
| <i>#2 Radio</i><br><i>#2 Television</i> | KNX                  | AM        | News                      |            |      |                     |                                                      |
|                                         | KROQ                 | FM        | Alternative Rock          |            |      |                     |                                                      |
|                                         | KRTH                 | FM        | Classic Hits              |            |      |                     |                                                      |
|                                         | KTWV                 | FM        | Urban Adult Contemporary  |            |      |                     |                                                      |
|                                         |                      |           |                           |            |      |                     |                                                      |
|                                         |                      |           |                           |            |      |                     |                                                      |
| Chicago, IL                             | WBBM                 | AM        | News                      | WBBM-TV    | VHF  | CBS                 | Billboards, Malls,                                   |
|                                         | WBBM                 | FM        | Contemporary Hit Radio    |            |      |                     | Digital In-Store                                     |
|                                         |                      |           |                           |            |      |                     | Networks                                             |
|                                         | <i>#3 Radio</i>      | WCFS      | FM News                   |            |      |                     |                                                      |
|                                         | <i>#3 Television</i> | WJMK      | FM Classic Hits           |            |      |                     |                                                      |
|                                         |                      | WSCR      | AM Sports                 |            |      |                     |                                                      |
| San Francisco, CA                       |                      | WUSN      | FM Country                |            |      |                     |                                                      |
|                                         |                      | WXRT      | FM Adult Alternative      |            |      |                     |                                                      |
|                                         | KCBS                 | AM        | News                      | KPIX-TV    | UHF  | CBS                 | Billboards,                                          |
|                                         | KFRC                 | FM        | News                      | KBCW-TV    | UHF  | The CW              | Transit                                              |
|                                         |                      |           |                           |            |      |                     | Structures,                                          |
|                                         |                      |           |                           |            |      |                     | Malls, Digital In-Store Networks                     |
| <i>#4 Radio</i><br><i>#6 Television</i> | KITS                 | FM        | Alternative Rock          |            |      |                     |                                                      |
|                                         | KLLC                 | FM        | Hot Adult Contemporary    |            |      |                     |                                                      |
|                                         | KMVQ                 | FM        | Contemporary Hit Radio    |            |      |                     |                                                      |
|                                         | KZDG(3)              | AM        | Indian Talk/Music         |            |      |                     |                                                      |
|                                         |                      |           |                           |            |      |                     |                                                      |
|                                         |                      |           |                           |            |      |                     |                                                      |
| Dallas-Fort Worth, TX                   | KJKK                 | FM        | Adult Hits                | KTVT-TV    | UHF  | CBS                 | Billboards,                                          |
|                                         |                      |           |                           |            |      |                     | Transit                                              |
|                                         | KLUV                 | FM        | Classic Hits              | KTXA-TV    | UHF  | Independent         | Structures, Malls,                                   |
|                                         | KMVK                 | FM        | Spanish                   |            |      |                     | Digital In-Store                                     |
|                                         | KRLD                 | AM        | News                      |            |      |                     | Networks                                             |
|                                         | KRLD                 | FM        | Sports                    |            |      |                     |                                                      |
| Houston, TX                             | KVIL                 | FM        | Adult Contemporary        |            |      |                     |                                                      |
|                                         | KHMX                 | FM        | Hot Adult Contemporary    |            |      |                     | Billboards, Malls,                                   |
|                                         |                      |           |                           |            |      |                     |                                                      |
|                                         | KIKK                 | AM        | Sports                    |            |      |                     | Digital In-Store                                     |
|                                         | KILT                 | AM        | Sports                    |            |      |                     | Networks                                             |
|                                         | KILT                 | FM        | Country                   |            |      |                     |                                                      |
| <i>#6 Radio</i>                         | KKHH                 | FM        | Contemporary Hit Radio    |            |      |                     |                                                      |
|                                         |                      |           |                           |            |      |                     |                                                      |
|                                         | KLOL                 | FM        | Spanish                   |            |      |                     |                                                      |
|                                         | WIAD                 | FM        | Hot Adult Contemporary    |            |      |                     | Billboards,                                          |
|                                         |                      |           |                           |            |      |                     |                                                      |
|                                         | WJFK                 | AM        | Sports                    |            |      |                     | Subway/Rail,                                         |
| Washington, D.C.                        |                      |           |                           |            |      |                     | Bus,                                                 |

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|                  |      |    |                  |         |     |        |                    |
|------------------|------|----|------------------|---------|-----|--------|--------------------|
| #7 Radio         | WJFK | FM | Sports           |         |     |        | Malls, Digital     |
|                  | WLZL | FM | Spanish          |         |     |        | In-Store           |
|                  |      |    |                  |         |     |        | Networks           |
|                  | WNEW | FM | News             |         |     |        |                    |
|                  | WPGC | FM | Rhythmic         |         |     |        |                    |
|                  |      |    | Contemporary Hit |         |     |        |                    |
|                  |      |    | Radio            |         |     |        |                    |
| Philadelphia, PA | KYW  | AM | News             | KYW-TV  | UHF | CBS    | Billboards, Malls, |
|                  | WIP  | AM | Sports           | WPSG-TV | UHF | The CW | Digital In-Store   |
|                  |      |    |                  |         |     |        | Networks           |
| #8 Radio         | WIP  | FM | Sports           |         |     |        |                    |
| #4 Television    | WOGL | FM | Classic Hits     |         |     |        |                    |
|                  | WPHT | AM | News/Talk        |         |     |        |                    |
| Atlanta, GA      | WAOK | AM | News/Talk        | WUPA-TV | UHF | The CW | Billboards, Rail,  |
|                  |      |    |                  |         |     |        | Bus,               |
|                  | WVEE | FM | Urban            |         |     |        | Transit            |
|                  |      |    |                  |         |     |        | Structures,        |
| #9 Radio         | WZGC | FM | Sports           |         |     |        | Malls, Digital     |
|                  |      |    |                  |         |     |        | In-Store           |
| #9 Television    |      |    |                  |         |     |        | Networks           |

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| Market and Market Rank(1) | Stations | Radio     |                                 | Stations | Television |                        | Outdoor<br>Americas                                                    |
|---------------------------|----------|-----------|---------------------------------|----------|------------|------------------------|------------------------------------------------------------------------|
|                           |          | AM/<br>FM | Format                          |          | Type       | Network<br>Affiliation |                                                                        |
| Boston, MA                | WBMX     | FM        | Hot Adult Contemporary          | WBZ-TV   | UHF        | CBS                    | Billboards, Malls,                                                     |
|                           | WBZ      | AM        | News                            | WSBK-TV  | UHF        | MyNetworkTV            | Digital In-Store Networks                                              |
| #10 Radio                 | WBZ      | FM        | Sports                          |          |            |                        |                                                                        |
| #7 Television             | WODS     | FM        | Contemporary Hit Radio          |          |            |                        |                                                                        |
|                           | WZLX     | FM        | Classic Rock                    |          |            |                        |                                                                        |
| Miami-Ft. Lauderdale, FL  |          |           |                                 | WFOR-TV  | UHF        | CBS                    | Billboards, Rail, Bus,                                                 |
|                           |          |           |                                 | WBFS-TV  | UHF        | MyNetworkTV            | Malls, Digital In-Store Networks                                       |
| #11 Radio                 |          |           |                                 |          |            |                        |                                                                        |
| #16 Television            |          |           |                                 |          |            |                        |                                                                        |
| Detroit, MI               | WDZH     | FM        | Contemporary Hit Radio          | WKBD-TV  | UHF        | The CW                 | Billboards, Bus,                                                       |
|                           | WOMC     | FM        | Classic Hits                    | WWJ-TV   | UHF        | CBS                    | Malls, Digital In-Store Networks                                       |
| #12 Radio                 | WWJ      | AM        | News                            |          |            |                        |                                                                        |
| #11 Television            | WXYT     | AM        | Sports                          |          |            |                        |                                                                        |
|                           | WXYT     | FM        | Sports                          |          |            |                        |                                                                        |
|                           | WYCD     | FM        | Country                         |          |            |                        |                                                                        |
| Seattle-Tacoma, WA        | KJAQ     | FM        | Adult Hits                      | KSTW-TV  | VHF        | The CW                 | Billboards, Malls, Digital In-Store Networks                           |
| #13 Radio                 | KMPS     | FM        | Country                         |          |            |                        |                                                                        |
| #13 Television            | KFNQ     | AM        | Sports                          |          |            |                        |                                                                        |
|                           | KZOK     | FM        | Classic Rock                    |          |            |                        |                                                                        |
| Phoenix, AZ               | KMLE     | FM        | Country                         |          |            |                        | Billboards, Rail, Transit Structures, Malls, Digital In-Store Networks |
|                           | KOOL     | FM        | Classic Hits                    |          |            |                        |                                                                        |
| #14 Radio                 | KZON     | FM        | Contemporary Hit Radio          |          |            |                        |                                                                        |
| Puerto Rico               |          |           |                                 |          |            |                        | Billboards                                                             |
| #15 Radio                 |          |           |                                 |          |            |                        |                                                                        |
| Minneapolis, MN           | KMNB     | FM        | Country                         | WCCO-TV  | UHF        | CBS                    | Billboards, Transit Structures, Malls, Digital In-Store Networks       |
|                           | KZJK     | FM        | Adult Hits                      | KCCO-TV  | VHF        | CBS                    |                                                                        |
| #16 Radio                 | WCCO     | AM        | News/Talk                       | KCCW-TV  | VHF        | CBS                    |                                                                        |
| #15 Television            |          |           |                                 |          |            |                        |                                                                        |
| San Diego, CA             | KEGY     | FM        | Contemporary Hit Radio          |          |            |                        | Billboards, Malls,                                                     |
|                           | KYXY     | FM        | Adult Contemporary              |          |            |                        | Digital In-Store Networks                                              |
| #17 Radio                 |          |           |                                 |          |            |                        |                                                                        |
| Tampa-St. Petersburg, FL  | WLLD     | FM        | Rhythmic Contemporary Hit Radio | WTOG-TV  | UHF        | The CW                 | Billboards, Malls,                                                     |
|                           | WHFS     | AM        | Sports                          |          |            |                        | Digital In-Store Networks                                              |
| #18 Radio                 | WQYK     | FM        | Country                         |          |            |                        |                                                                        |
| #14 Television            | WRBQ     | FM        | Classic Hits                    |          |            |                        |                                                                        |
|                           | WHFS     | FM        | Sports                          |          |            |                        |                                                                        |
|                           | WYUU     | FM        | Spanish                         |          |            |                        |                                                                        |
| Denver, CO                |          |           |                                 | KCNC-TV  | UHF        | CBS                    | Billboards, Transit Structures, Malls, Digital In-Store Networks       |
| #19 Radio                 |          |           |                                 |          |            |                        |                                                                        |
| #17 Television            |          |           |                                 |          |            |                        |                                                                        |
| Nassau-Suffolk, NY(4)     |          |           |                                 |          |            |                        | Billboards, Rail, Bus, Digital In-Store Networks                       |
| #20 Radio                 |          |           |                                 |          |            |                        |                                                                        |
| Baltimore, MD             | WJZ      | AM        | Sports                          | WJZ-TV   | VHF        | CBS                    | Billboards, Malls,                                                     |
|                           | WJZ      | FM        | Sports                          |          |            |                        |                                                                        |

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|               |      |    |                        |                                              |
|---------------|------|----|------------------------|----------------------------------------------|
| #21 Radio     | WLIF | FM | Adult Contemporary     | Digital In-Store Networks                    |
|               | WWMX | FM | Hot Adult Contemporary |                                              |
| St. Louis, MO | KEZK | FM | Adult Contemporary     | Billboards, Malls, Digital In-Store Networks |
|               | KMOX | AM | News/Talk              |                                              |
| #22 Radio     | KYKY | FM | Hot Adult Contemporary | Billboards, Malls, Digital In-Store Networks |
|               |      |    |                        |                                              |
| Portland, OR  |      |    |                        | Billboards, Malls, Digital In-Store Networks |
|               |      |    |                        |                                              |
| #23 Radio     |      |    |                        |                                              |

I-15

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| Market and Market Rank(1) | Stations | Radio |                          | Television |      | Network Affiliation | Outdoor Americas   |
|---------------------------|----------|-------|--------------------------|------------|------|---------------------|--------------------|
|                           |          | AM/FM | Format                   | Stations   | Type |                     | Display Type       |
| Charlotte, NC             | WBAV     | FM    | Urban Adult Contemporary |            |      |                     | Malls,             |
| #24 Radio                 | WBCN     | AM    | Sports                   |            |      |                     | Digital In-Store   |
|                           | WFNZ     | AM    | Sports                   |            |      |                     | Networks           |
|                           | WKQC     | FM    | Adult Contemporary       |            |      |                     |                    |
|                           | WNKS     | FM    | Contemporary Hit Radio   |            |      |                     |                    |
|                           | WPEG     | FM    | Urban                    |            |      |                     |                    |
| Pittsburgh, PA            | WSOC     | FM    | Country                  |            |      |                     |                    |
|                           | KDKA     | AM    | News/Talk                | KDKA-TV    | UHF  | CBS                 | Billboards, Malls, |
|                           | KDKA     | FM    | Sports                   | WPCW-TV    | VHF  | The CW              | Digital In-Store   |
|                           | WDSY     | FM    | Country                  |            |      |                     | Networks           |
|                           | WBZZ     | FM    | Hot Adult Contemporary   |            |      |                     |                    |

- (1) Radio market rank based on Nielsen Radio Market Rankings: Fall 2013 as provided by The Nielsen Company. Television market rank based on Nielsen Media Research Local Market Universe Estimate, September 2013.
- (2) As required by the FCC, the Company assigned KFWB-AM to a divestiture trust. The Company is a beneficiary of the trust. The trustee is operating the radio station and is responsible for selling the radio station to a third party. (See "CBS Business Segments Regulation Broadcasting Ownership Regulation Radio-Television Cross-Ownership Rule").
- (3) KZDG-AM in San Francisco, California, is programmed by a third party through a time brokerage agreement.
- (4) Sub-market of New York City. The Company's New York City radio and television stations serve Nassau-Suffolk.

**Outdoor Americas** (9% of the Company's consolidated revenues in each of 2013, 2012 and 2011 and 7%, 7% and 8% of the Company's consolidated operating income in 2013, 2012 and 2011, respectively)

The Company provides, through its Outdoor Americas businesses, advertising space on various structures, including billboards, rail, subway cars, buses, benches, trains, trams, transit shelters, urban panels, street kiosks, transit platforms and in retail stores. It has outdoor advertising structures in more than 100 markets in North America, including all 50 of the largest metropolitan markets in the U.S., 19 of the 20 largest metropolitan markets in Canada and all 45 of the largest metropolitan markets in Mexico. Additionally, Outdoor has a variety of outdoor structures in Puerto Rico, Argentina, Brazil, Uruguay and Chile. The Company operates its Outdoor businesses through *CBS Outdoor* in the U.S., Canada and South America and *Vendor®* in Mexico. The "Radio Stations, Television Stations and Outdoor Advertising Displays" table above includes information with regard to the Company's outdoor advertising properties in the top 25 U.S. radio markets.

The substantial majority of Outdoor Americas' revenues is generated from providing advertising space to local, regional and national advertisers. Rates for advertising space for a particular structure are based on supply and demand, which are influenced by the structure's exposure, the demographics of the particular market and the location of the structure within that market. Metrics for fixed structures such as billboards and transit shelters, including demographic information and audience views, are measured through the out-of-home advertising industry's audience measurement system (TAB Out-of-Home Ratings), which provides customers with audience measurement information and the ability to target by gender, age, ethnicity and income. These metrics facilitate the inclusion of Outdoor Americas' inventory in the planning stages of media campaigns. The major categories of out-of-home advertisers include: entertainment, retail, healthcare, telecommunications, restaurants, financial services, travel and leisure and automotive industries. Outdoor Americas generally operates in the billboard, transit, and retail store advertising markets.

CBS Outdoor generally owns the physical billboard structures on which it displays advertising copy for its customers, holds the legal permits to display the advertising on such structures and leases the underlying sites. Lease agreements are negotiated with both public and private landowners for terms varying between one month and multiple years and usually provide renewal options. There are no significant concentrations of billboard structures that are subject to any one lease or subject to negotiation with any one landlord.

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Transit advertising is provided on or in transit systems, including the interiors and exteriors of rail and subway cars and buses, as well as on benches, trains, trams, transit shelters and platforms. Transit advertising contracts are negotiated with municipalities and transit operators and generally are for multi-year terms and provide for payment to the transit authority of a percentage of the revenues that Outdoor Americas receives from providing space to advertisers, a fixed payment, or the greater of a percentage of the revenues or a fixed payment. Where revenues are lower than anticipated, the minimum amount required to be paid to a transit authority may exceed, or be a high percentage of, the revenues received by Outdoor Americas under that advertising contract.

Transit shelters and benches reach both vehicular and pedestrian audiences. Transit shelters are usually constructed, installed and maintained by Outdoor. Most of Outdoor Americas' transit shelter and bench contracts include revenue-sharing arrangements with a municipality or transit authority and often include minimum required payments. Such contracts usually involve a competitive bidding process and are awarded on the basis of projected revenues to the municipality, including minimum payments, and Outdoor Americas' willingness to construct public facilities, such as bus shelters, public toilets and information kiosks.

The Company keeps apprised of and has adopted newer technologies for outdoor advertising displays, such as digital displays, as they evolve and mature. For example, Outdoor Americas is utilizing digital technology containing moving images in New York City subways and in retail outlets. Outdoor Americas is also building new digital billboards and digitizing the displays on previously static billboards. Digital displays allow for more visually engaging messages and provide customers with the flexibility to target audiences by region and retail environment. In addition, digital billboard displays enable Outdoor Americas to run multiple advertisements on each display and to quickly launch new advertising campaigns, which could attract additional business from both new and existing customers. Generally, Outdoor Americas enters into revenue-sharing arrangements with retailers.

Outdoor Americas' business strategy involves operating in major selected markets, to grow its revenues and cash flow by being a leading provider of out-of-home advertising in the markets it serves, controlling costs, developing and entering into new markets and using advanced technologies to build greater awareness for its clients. In addition, the Company purchases structures within its existing markets or in contiguous markets to expand its reach. The Company believes that there will be continuing opportunities for implementing its acquisition and development strategies given the outdoor industry's fragmentation.

During 2013, the Company announced its intention to separate its Outdoor Americas business and, subject to receiving a ruling from the IRS, convert it into a REIT. Subject to market conditions and customary approvals, CBS Outdoor Americas Inc. expects to sell up to 20% of its common stock through an IPO during the first quarter of 2014. At a time subsequent to the IPO, the Company intends to dispose of the remaining shares of CBS Outdoor Americas Inc. that it will own after completion of the IPO.

**Outdoor Competition.** The outdoor advertising industry is fragmented, consisting of several large companies involved in providing outdoor space for advertising such as Clear Channel Outdoor Holdings, Inc., JCDecaux S.A. and Lamar Advertising Company as well as hundreds of smaller regional and local companies operating a limited number of display faces in a single or a few local markets. The Company competes with these companies for both customers and structure and display locations. The Company also competes with other media, including broadcast and cable television, radio, print media, the Internet and direct mail marketers, within their respective markets. In addition, it competes with a wide variety of out-of-home media, including providers of advertising space in shopping centers, airports, movie theaters, supermarkets and taxis. Advertisers compare relative costs of available media and cost-per-thousand impressions, particularly when delivering a message to customers with distinct demographic characteristics. In competing with other media, the outdoor advertising industry relies on its relative cost efficiency and its ability to reach specific markets, geographic areas and/or demographics. The Company keeps apprised of the evolution of new technologies in the industry. As new technologies such as

digital billboards prove desirable to Outdoor Americas' customers and deliver appropriate returns on investment, the Company could face increased competition for rights to digital billboards and costs could increase. The Company believes that its strong emphasis on customer service and its position as a leading provider of space for out-of-home advertising in each of its primary markets as well as its international inventory enables it to compete effectively with the other outdoor companies, and other media, within those markets.

## REGULATION

The Company's businesses are either subject to or affected by regulations of federal, state and local governmental authorities in the U.S. and of national, regional and local authorities in foreign countries. The rules, regulations, policies and procedures affecting these businesses are subject to change. The descriptions which follow are summaries and should be read in conjunction with the texts of the statutes, rules and regulations described herein. The descriptions do not purport to describe all present and proposed statutes, rules and regulations affecting the Company's businesses.

### Intellectual Property and Privacy

Laws affecting intellectual property are of significant importance to the Company. (See "Intellectual Property" on page I-23 for more information on the Company's brands).

*Unauthorized Distribution of Copyrighted Content and Piracy.* Unauthorized distribution, reproduction or display of copyrighted material over the Internet and through physical devices without regard to content owners' copyright rights in television programming, motion pictures, clips and books, such as through pirated DVDs and Blu-ray Discs, user-generated content, streaming, Internet downloads, file "sharing" and peer-to-peer services, is a threat to copyright owners' ability to protect and exploit their property. The Company enters into and explores possibilities for commercial arrangements with various online providers to protect and exploit its content. The Company is also engaged in enforcement and other activities to protect its intellectual property and has participated in various litigations, public relations programs and legislative activity. Various litigations are pending regarding entities that stream the Company's broadcast content without obtaining the consent of or paying compensation to the Company, and the U.S. Supreme Court has granted certiorari to hear a case involving a challenge by major broadcasters to one such entity.

*Copyright Law and Content.* The Company derives revenues from the creation and exploitation of creative content, for which the copyright law grants certain exclusive rights, including to reproduce, publicly perform and distribute. In the U.S., the copyright term for authored works is the life of the author plus 70 years. For works made for hire, the copyright term is the shorter of 95 years from the first publication or 120 years from creation. Any changes to copyright laws, which diminish the scope of a copyright owner's exclusive rights, could impact the Company.

*Privacy.* The laws and regulations governing the collection, use and transfer of consumer information are complex and rapidly evolving, particularly as they relate to the Company's interactive businesses. The Company monitors and considers these laws and regulations in the design and operation of its Websites and legal and regulatory compliance programs.

### Broadcasting

*General.* Television and radio broadcasting are subject to the jurisdiction of the FCC pursuant to the Communications Act. The Communications Act empowers the FCC, among other actions, to issue, renew, revoke and modify broadcasting licenses; determine stations' frequencies, locations and operating power; regulate some of the equipment used by stations; adopt other regulations to carry out the provisions of the Communications Act and other laws, including requirements affecting the content of broadcasts; and to impose penalties for violation of its regulations, including monetary forfeitures, short-term renewal of licenses and, in egregious cases, license revocation or denial of license renewals.

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Under the Communications Act, the FCC also regulates certain aspects of the operation of MVPDs and certain other electronic media that compete with broadcast stations.

*Indecency and Profanity Regulation.* The FCC's rules prohibit the broadcast of obscene material at any time and indecent or profane material between the hours of 6 a.m. and 10 p.m. Broadcasters risk violating the prohibition against broadcasting indecent or profane material because the vagueness of the FCC's indecency/profanity definition makes it difficult to apply, particularly with respect to spontaneous, live programming. The FCC's maximum forfeiture penalty per station for broadcasting indecent or profane programming is \$325,000 per indecent or profane utterance with a maximum forfeiture exposure of \$3 million for any continuing violation arising from a single act or failure to act. The Company has been involved in litigation and, from time to time, has received and may receive in the future letters of inquiry from the FCC prompted by complaints alleging that certain programming on its broadcast stations included indecent or profane material.

*License Renewals.* Radio and television broadcast licenses are typically granted for standard terms of eight years. The Communications Act requires the FCC to renew a broadcast license if the FCC finds that the station has served the public interest, convenience and necessity and, with respect to the station, there have been no serious violations by the licensee of either the Communications Act or the FCC's rules and regulations and there have been no other violations by the licensee of the Communications Act or the FCC's rules and regulations that, taken together, constitute a pattern of abuse. The Company has a number of pending renewal applications. A station remains authorized to operate while its license renewal application is pending.

*License Assignments.* The Communications Act requires prior FCC approval for the assignment of a license or transfer of control of an FCC licensee. Third parties may oppose the Company's applications to assign, transfer or acquire broadcast licenses.

*Ownership Regulation.* The Communications Act and FCC rules and regulations limit the ability of individuals and entities to have an official position or ownership interest, known as an "attributable" interest, above specific levels in broadcast stations as well as in other specified mass media entities. In seeking FCC approval for the acquisition of a broadcast radio or television station license, the acquiring person or entity must demonstrate that the acquisition complies with the FCC's ownership rules or that a waiver of the rules is in the public interest.

The FCC adopted a notice of proposed rule-making ("NPRM") in its latest quadrennial review of broadcast ownership rules in December 2011, which is still pending. In that NPRM, the FCC has proposed modifying the newspaper-broadcast cross-ownership and local television ownership rules and eliminating the radio-television cross-ownership rule. The FCC's current ownership rules and proposed changes are briefly summarized below.

*Local Radio Ownership.* The FCC's local radio ownership rule applies in all markets where the Company owns radio stations. Under that rule, one party may own up to eight radio stations in the largest markets, no more than five of which may be either AM or FM. With a few exceptions, the rule permits the common ownership of 8 radio stations in the top 50 markets, where CBS Radio has significant holdings.

*Local Television Ownership.* Under the FCC's local television ownership rule, one party may own up to two television stations in the same DMA, so long as at least one of the two stations is not among the top four-ranked stations in the market based on audience share as of the date an application for approval of an acquisition is filed with the FCC, and at least eight independently owned and operating full-power television stations remain in the market. Further, without regard to the number of remaining independently owned television stations, the rule permits the ownership of more than one television station within the same DMA so long as certain signal contours of the stations involved do not overlap. The NPRM proposed eliminating this provision of the local television ownership rule. "Satellite" television stations that simply

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rebroadcast the programming of a "parent" television station are exempt from the local television ownership rule if located in the same DMA as the "parent" station.

*Television National Audience Reach Limitation.* Under the FCC's national television ownership rule, one party may not own television stations which reach more than 39% of all U.S. television households. For purposes of calculating the total number of television households reached by a station, the FCC attributes a UHF television station with only 50% of the television households in its market. In September 2013, the FCC adopted a notice of proposed rule-making to eliminate the UHF discount, which remains pending. The Company currently owns and operates television stations that reach approximately 38% of all U.S. television households but for purposes of the national ownership limitation, the Company's reach is less than this amount applying the UHF discount in accordance with the FCC's methodology.

*Radio-Television Cross-Ownership Rule.* The radio-television cross-ownership rule limits the common ownership of radio and television stations in the same market. The numeric limit varies according to the number of independent media voices in the market. The Company owns a combination of radio and television stations in the Los Angeles market in excess of the limit. As required by the FCC, the Company assigned radio station KFWB-AM in Los Angeles to a divestiture trust. The Company is a beneficiary of the trust. The trustee is operating the radio station and is responsible for selling the radio station to a third party, the closing of which would bring the Company into compliance with this cross-ownership rule. As part of its quadrennial review of media ownership rules, the FCC has proposed to repeal this rule in favor of reliance on the local radio ownership rule and the local television ownership rule.

*Newspaper-Broadcast Cross-Ownership.* The newspaper-broadcast cross-ownership rule prohibits the common ownership of a broadcast station and daily newspaper in the same market absent a waiver by the FCC. As part of its quadrennial review of media ownership rules, the FCC has proposed a rule that would presume a waiver to be consistent with the public interest if: (1) a daily newspaper sought to combine with a radio station in the same top 20 market, or (2) a daily newspaper sought to combine with a full-power commercial television station in the same top 20 market, and (a) the television station is not ranked among the top four television stations in the market and (b) at least eight independently owned and operated "major media voices" would remain in the market after the combination.

*Dual Network Rule.* The dual network rule prohibits any of the four major networks, ABC, CBS, FOX and NBC, from combining.

*Attribution of Ownership.* Under the FCC's attribution rules, a direct or indirect purchaser of various types of securities of an entity which holds FCC licenses, such as the Company, could violate the foregoing FCC ownership regulations or policies if that purchaser owned or acquired an "attributable" interest in other media properties. Under the FCC's rules, an "attributable" interest for purposes of the FCC's broadcast ownership rules generally includes: equity and debt interests which combined exceed 33% of a licensee's total assets, if the interest holder supplies more than 15% of the licensee's total weekly programming, or has an attributable same-market media interest, whether television, radio, cable or newspaper; a 5% or greater direct or indirect voting stock interest, including certain interests held in trust, unless the holder is a qualified passive investor in which case the threshold is a 20% or greater voting stock interest; any equity interest in a limited liability company or a partnership, including a limited partnership, unless properly "insulated" from management activities; and any position as an officer or director of a licensee or of its direct or indirect parent. The FCC is reviewing its single majority voting shareholder attribution exemption, which renders as non-attributable voting interests up to 49% in a licensee controlled by a single majority voting shareholder. Because NAI holds an attributable interest in both the Company and Viacom Inc., the business of each company is attributable to the other for certain FCC purposes, which may have the effect of limiting and affecting the activities, strategic business alternatives

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and business terms available to the Company. (See Item 1A. "Risk Factors The Businesses of the Company and Viacom Inc. Will Be Attributable to the Other Company for Certain Regulatory Purposes, Which May Limit Business Opportunities").

*Alien Ownership.* In general, the Communications Act prohibits foreign individuals or entities from owning more than 20% or more than 25%, depending on the circumstances, of the voting power or equity of the Company. In November 2013, the FCC provided additional information regarding its case-by-case review process for applications that propose foreign ownership that exceed such 25% threshold.

*Cable and Satellite Carriage of Television Broadcast Stations.* The 1992 Cable Act and implementing FCC regulations govern the retransmission of commercial television stations by cable television operators. Every three years, a television station must elect, with respect to cable systems within its DMA, either "must carry" status, pursuant to which the cable system's carriage of the station is mandatory, or "retransmission consent," pursuant to which the station gives up its right to mandatory carriage and secures instead the right to negotiate consideration in return for consenting to carriage. The Company's owned television stations have elected the retransmission consent option in substantially all cases, and, since 2006, the Company has implemented a systematic process of seeking monetary consideration for its retransmission consent.

Similarly, federal legislation and FCC rules govern the retransmission of broadcast television stations by DBS operators. DBS operators are required to carry the signals of all local television broadcast stations requesting carriage in local markets in which the DBS operator carries at least one signal pursuant to the statutory local-to-local compulsory copyright license. Every three years, each television station in such markets must elect "must carry" or "retransmission consent" status, in a manner similar to that described above with respect to cable systems. Substantially all of the Company's owned and operated television stations are being transmitted into their local markets by the two major DBS operators pursuant to retransmission consent agreements.

*Children's Television Programming.* Federal legislation and FCC rules limit the amount and content of commercial matter that may be shown on television stations during programming designed for children 12 years of age and younger, and require stations to broadcast on their main program stream three hours per week of educational and informational programming ("E/I programming") designed for children 16 years of age and younger. FCC rules also impose E/I programming requirements on each additional digital multicast program stream transmitted by television stations, with the requirement increasing in proportion to the additional hours of free programming offered on multicast channels. These rules also limit the display during children's programming of Internet addresses of Websites that contain or link to commercial material or that use program characters to sell products.

*Program Access.* Under the Communications Act, vertically integrated cable programmers (more fully described below) are generally prohibited from offering different prices, terms or conditions to competing MVPDs unless the differential is justified by certain permissible factors set forth in the FCC's regulations. Until recently, the FCC's "program access" rules also generally prohibited vertically integrated cable programmers from entering into exclusive distribution arrangements with cable operators. The FCC continues to assess the competitive impact of such individual exclusive contracts. A cable programmer is considered to be vertically integrated under the FCC's program access attribution rules if it owns or is owned by a cable operator in whole or in part. Cable operators for this purpose may include telephone companies that provide video programming directly to subscribers.

The Company's wholly owned program services are not currently subject to the program access rules. The Company's flexibility to negotiate the most favorable terms available for carriage of these services and its ability to offer cable operators exclusive programming could be adversely affected if it were to become subject to the program access rules. Because the Company and Viacom Inc. are under common control by NAI, Viacom Inc.'s businesses could be attributable to the Company for purposes of the FCC's program

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access rules. (See Item 1A. "Risk Factors The Businesses of the Company and Viacom Inc. Will Be Attributable to the Other Company for Certain Regulatory Purposes, Which May Limit Business Opportunities").

*National Broadband Plan.* In response to the FCC's March 2010 National Broadband Plan, which seeks to provide affordable broadband access throughout the U.S., Congress passed legislation in February 2012 authorizing the FCC to conduct voluntary auctions of spectrum utilized by broadcast television stations to provide additional spectrum for wireless broadband services. The television stations that continue their operations may have to change channels once the FCC "repacks" the broadcast spectrum dedicated to broadcast television use. The legislation provides that the FCC will assist television stations in retaining their current coverage areas, no stations will be forced into the VHF band and a fund will be established to reimburse broadcasters for reasonable relocation expenses relating to the spectrum-repacking. In September 2012, the FCC launched a rule-making proceeding to implement the auction legislation and auctions are expected to occur in 2015, followed by the repacking process.

### **Outdoor Americas**

The outdoor advertising industry is subject to extensive governmental regulation at the federal, state and local levels in the U.S. and to national, regional and local restrictions in foreign countries. These regulations can affect the operation of outdoor structures and include restrictions on the construction, repair, operation, upgrading, height, size and location of outdoor structures and, in some instances, the content of advertising copy that can be displayed on these structures. In addition, outdoor advertising is the subject of targeted state and municipal taxes and fees. These laws may affect competitive conditions in various markets in various ways. Such laws may reduce the Company's expansion opportunities, or may increase or reduce competitive pressure from others. No assurance can be given that existing or future laws or regulations and the enforcement thereof will not materially and adversely affect the Outdoor Americas business.

Under U.S. law, principally the Highway Beautification Act of 1965 (the "HBA"), outdoor advertising is regulated on primary and interstate highways built with federal financial assistance. As a condition to federal highway assistance, the HBA requires states to restrict billboards on such highways to commercial and industrial areas, and imposes certain size, spacing and other requirements associated with the installation and operation of billboards. The HBA requires the development of state standards, promotes the expeditious removal of illegal signs and requires just compensation for takings on affected roadways. Outdoor Americas does not believe that the number of its billboards that may be subject to removal under these regulations is material.

Municipal and county governments generally also have sign controls as part of their zoning laws and building codes. Some state and local government regulations prohibit construction of new billboards and some allow new construction only to replace existing structures, although most allow construction of billboards subject to restrictions on zoning, size, spacing, height and type of construction. In some cases, the construction of new billboards or the relocation or modification of existing billboards is prohibited. A number of foreign, state and local governments have implemented or initiated legislative billboard controls, including imposing taxes, fees and/or registration requirements, including in New York City, Los Angeles, Philadelphia, Toronto and Miami, in an effort to decrease or restrict the number of outdoor signs and/or to raise revenue. No assurance can be given that existing or future laws or regulations, and their enforcement, will not adversely affect Outdoor Americas' business. The Company contests laws and regulations that it believes unlawfully restrict its constitutional or other legal rights and may adversely impact the growth of its outdoor advertising business.

U.S. law neither requires nor prohibits removal of existing lawful billboards, but it does require payment of compensation if a state or political subdivision compels the removal of a lawful billboard along a primary or interstate highway that was built with federal financial assistance. State governments have purchased and removed legal billboards for beautification objectives in the past using federal funding for

transportation enhancement programs, and may do so in the future. State government authorities from time to time use the power of eminent domain to remove billboards. Thus far, Outdoor Americas has been able to obtain satisfactory compensation for its billboards purchased or removed as a result of this type of governmental action, although there is no assurance that this will continue to be the case in the future. Local governments do not generally purchase billboards for beautification, but some have attempted to force removal of legal but nonconforming billboards (billboards which conformed with applicable zoning regulations when built but which do not conform to current zoning regulations) after a period of years under a concept called amortization. Under this concept the governmental body asserts that just compensation is earned by continued operation of the billboard over time. Although there is some question as to the legality of amortization under federal and many state laws, amortization has been upheld in some instances. Outdoor Americas generally has been successful in negotiating settlements with municipalities for billboards required to be removed. Restrictive regulations also limit Outdoor Americas' ability to rebuild or replace nonconforming billboards.

As the owner or operator of various real properties and facilities in outdoor advertising operations, the Company must comply with various U.S. federal, state and local and foreign environmental, health, safety and land use laws and regulations. The Company and its properties are subject to such laws and regulations relating to the use, storage, disposal, emission and release of hazardous and non-hazardous substances and employee health and safety, as well as zoning and other land use restrictions, which may affect, among other things, the type of display, such as digital, tri-vision or static, the hours of operation and illumination as well as methods and conditions of maintenance of facilities and advertising installation. Historically, the Company has not incurred significant expenditures to comply with these laws. However, future laws or a finding of a violation of or liability under existing laws could require the Company to make significant expenditures and otherwise limit or restrict its ability to use or operate some of its outdoor structures. Outdoor Americas intends to expand the deployment of digital billboards that display static digital advertising copy from various advertisers that change up to several times per minute. Some existing regulations in the U.S. and across some international jurisdictions restrict or prohibit these types of digital displays. However, since digital technology for changing static copy has only recently been developed and introduced into the market on a large scale, existing regulations that currently do not apply to digital technology by their terms could be revised to impose greater restrictions.

Certain products, services and types of displays are or may be targeted by federal, state and local laws and regulations. For example, tobacco products have been banned from outdoor advertising. In addition, state and local governments continue to initiate proposals designed to limit outdoor advertising of alcohol. Legislation regulating alcohol-related advertising due to content-related restrictions could cause a reduction in Outdoor Americas' direct revenue from such advertisements and a simultaneous increase in the available space on the existing inventory of billboards in the outdoor advertising industry.

## INTELLECTUAL PROPERTY

The Company creates, owns, distributes and exploits under licenses intellectual property worldwide. It is the Company's practice to protect its products, including its television, radio and motion picture products, characters, publications and other original and acquired works and audiovisual works made for digital exploitation. The following logos, trade names, trademarks and related trademark families are among those strongly identified with the product lines they represent and are significant assets of the Company: *CBS®*, *CBS Entertainment* , *CBS News®*, *CBS Sports®*, *CBSSports.com®*, *CNET®*, *CBS Radio®*, *Showtime®*, *Showtime Anytime®*, *The Movie Channel®*, *Flix®*, *CBS Films®*, *CBS Outdoor®*, *CBS Audience Network* , *TV.com* , *Last.fm®*, *MetroLyrics®*, *CSI:®*, *NCIS* , *Entertainment Tonight®*, *Star Trek®*, *Simon & Schuster®*, *CBS Sports Network* , *CBS Interactive* and all the call letters for the Company's television and radio stations. As a result, domestic and foreign laws protecting intellectual property rights are important to the Company and the Company actively enforces its intellectual property rights against infringements.

## EMPLOYEES

At December 31, 2013, the Company employed approximately 19,490 full-time and part-time salaried employees and had approximately 5,210 additional project-based staff.

## FINANCIAL INFORMATION ABOUT SEGMENTS AND FOREIGN AND DOMESTIC OPERATIONS

Financial and other information by segment and relating to foreign and domestic operations for each of the last three years ending December 31 is set forth in Note 15 to the Consolidated Financial Statements.

## AVAILABLE INFORMATION

CBS Corp. makes available free of charge on or through the Investors section of its Website, [www.cbscorporation.com](http://www.cbscorporation.com), its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. Such material is made available through the Company's Website as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission. These documents are also available on the Securities and Exchange Commission's Website at [www.sec.gov](http://www.sec.gov).

### Item 1A. Risk Factors.

## CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This document, including "Item 7. Management's Discussion and Analysis of Results of Operations and Financial Condition," and the documents incorporated by reference into this Annual Report on Form 10-K, contain both historical and forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements within the meaning of section 27A of the Securities Act of 1933 and section 21E of the Securities Exchange Act of 1934. These forward-looking statements are not based on historical facts, but rather reflect the Company's current expectations concerning future results and events. These forward-looking statements generally can be identified by the use of statements that include phrases such as "believe," "expect," "anticipate," "intend," "plan," "foresee," "likely," "will" or other similar words or phrases. Similarly, statements that describe the Company's objectives, plans or goals are or may be forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that are difficult to predict and which may cause the actual results, performance or achievements of the Company to be different from any future results, performance and achievements expressed or implied by these statements. More information about these risks, uncertainties and other factors is set forth below. Additional risks, uncertainties and other factors may be described in the Company's news releases and other filings made under the securities laws. There may be additional risks, uncertainties and factors that the Company does not currently view as material or that are not necessarily known. The forward-looking statements included in this document are only made as of the date of this document and the Company does not have any obligation to publicly update any forward-looking statements to reflect subsequent events or circumstances.

## RISK FACTORS

For an enterprise as large and complex as the Company, a wide range of factors could affect our business and financial results. The factors described below are considered to be the most significant. There may be other currently unknown or unpredictable economic, business, competitive, regulatory or other factors that could have material adverse effects on the Company's future results. Past financial performance may not be a reliable indicator of future performance and historical trends should not be used to anticipate results or trends in future periods. The following discussion of risk factors should be

read in conjunction with "Item 7. Management's Discussion and Analysis of Results of Operations and Financial Condition" and the consolidated financial statements and related notes in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K.

**A Decline in Advertising Expenditures Could Cause the Company's Revenues and Operating Results to Decline Significantly in Any Given Period or in Specific Markets**

The Company derives substantial revenues from the sale of advertising on its broadcast and basic cable networks, television stations, radio stations, outdoor structures, syndicated programming, and online properties. A decline in the economic prospects of advertisers, the economy in general or the economy of any individual geographic market, particularly a major market such as Los Angeles, New York or Chicago, in which the Company owns and operates sizeable businesses, could alter current or prospective advertisers' spending priorities. Natural and other disasters, acts of terrorism, political uncertainty or hostilities could lead to a reduction in advertising expenditures as a result of disrupted programming and services, uninterrupted news coverage and economic uncertainty. Advertising expenditures may also be affected by increasing competition for the leisure time of audiences. In addition, advertising expenditures by companies in certain sectors of the economy, including the automotive, financial and pharmaceutical segments, represent a significant portion of the Company's advertising revenues. Any political, economic, social or technological change resulting in a reduction in these sectors' advertising expenditures may adversely affect the Company's revenue. Advertisers' willingness to purchase advertising from the Company may also be affected by a decline in audience ratings for the Company's programming, the inability of the Company to retain the rights to popular programming, increasing audience fragmentation caused by new program channels and the proliferation of new media formats, including the Internet and video-on-demand and the deployment of portable digital devices and new technologies, which allow consumers to live stream and time shift programming, make and store digital copies and skip or fast-forward through advertisements. The Company's revenues from outdoor advertising structures also depend on the Company's continued ability to obtain the right to use effective outdoor advertising space. Any reduction in advertising expenditures could have an adverse effect on the Company's revenues and results of operations.

**The Company's Success and Profitability Are Dependent Upon Audience Acceptance of Its Content, Including Its Television and Radio Programs and Motion Pictures, Which Is Difficult to Predict**

Television, radio and motion picture content production and distribution are inherently risky businesses because the revenues derived from the production and distribution of a television or radio program or motion picture, and the licensing of rights to the associated intellectual property, depend primarily upon their acceptance by the public, which is difficult to predict. The commercial success of a television or radio program or motion picture also depends upon the quality and acceptance of other competing programs and motion pictures released into the marketplace at or near the same time, the availability of alternative forms of entertainment and leisure time activities, general economic conditions and other tangible and intangible factors, all of which are difficult to predict. Rating points are also factors that are weighed when determining the advertising rates that the Company receives. The use of new ratings technologies and measurements, and viewership on new platforms or devices that is not being measured, could have an impact on the Company's program ratings. For example, while C-3, a current television industry ratings system, measures live commercial viewing plus three days of DVR and video-on-demand playback, the growing viewership occurring on subsequent days of DVR and video-on-demand playback is excluded from C-3 ratings. Poor ratings can lead to a reduction in pricing and advertising spending. For example, there can be no assurance that any replacement programming on the Company's radio or television stations will generate the same level of revenues or profitability of previous programming. In addition, the success of the Company's cable networks and Simon & Schuster is similarly dependent on audience acceptance of its programming and publications, respectively. The theatrical success of a motion picture, based in large part upon audience acceptance, is a significant factor in determining the revenues it

is likely to generate in home entertainment sales, licensing fees and other exploitation during the various other distribution windows. Consequently, low public acceptance of the Company's content, including its television and radio programs, motion pictures and publications, will have an adverse effect on the Company's results of operations. In addition, any decreased popularity of programming for which the Company has incurred significant commitments could have an adverse effect on its profitability. Programming and talent commitments of the Company, estimated to aggregate approximately \$14.48 billion as of December 31, 2013 primarily included \$11.23 billion for sports programming rights, \$2.47 billion relating to television, radio, film production and licensing and \$773 million for talent contracts with \$5.70 billion of these amounts payable in and after 2019. A shortfall, now or in the future, in the expected popularity of the sports events for which the Company has acquired rights, or in the television and radio programming the Company expects to distribute, could lead to decreased profitability or losses for a significant period of time.

**Failure by the Company to Obtain, Create and Retain the Rights Related to Popular Programming Could Adversely Affect the Company's Revenues**

The Company's revenue from its television, radio, cable networks and motion picture business is partially dependent on the Company's continued ability to anticipate and adapt to changes in consumer tastes and behavior on a timely basis. Moreover, the Company derives a portion of its revenues from the exploitation of its extensive library of television programming. Generally, a television series must have a network run of at least three or four years to be successfully sold in domestic syndication. If the content of its television programming library ceases to be widely accepted by audiences or is not continuously replenished with popular content, the Company's revenues could be adversely affected. The Company obtains a significant portion of its popular programming from third parties. For example, some of CBS Television Network's most widely viewed broadcasts, including golf's Masters Tournament, PGA Championship, NFL games, NCAA Division I Men's Basketball Tournament games, and series such as *The Big Bang Theory* and *How I Met Your Mother*, are made available based upon programming rights of varying duration that the Company has negotiated with third parties. In addition, Showtime Networks enters into commitments to acquire rights to certain programming for *Showtime*, *The Movie Channel* and *Flix* from motion picture producers and other suppliers for varying durations, and CBS Radio acquires the broadcast rights to syndicated shows and to various programs, such as sports events from third parties. CBS Films competes for compelling source material for and the talent necessary to produce motion pictures, as well as with other buyers for the acquisition of third-party produced motion pictures. Competition for popular programming that is licensed from third parties is intense, and the Company may be outbid by its competitors for the rights to new, popular programming or in connection with the renewal of popular programming currently licensed by the Company. The Company's failure to obtain or retain rights to popular content could adversely affect the Company's revenues.

**The Company Must Respond to Rapid Changes in Technology, Content Creation, Services and Standards in Order to Remain Competitive**

Video, telecommunications, radio and data services technologies used in the entertainment industry are changing rapidly as are the digital distribution models for books. Advances in technologies or alternative methods of product delivery or storage, or certain changes in consumer behavior driven by these or other technologies and methods of delivery and storage, could have a negative effect on the Company's businesses. Examples of the foregoing include the convergence of television broadcasts and online delivery of programming to televisions, video-on-demand platforms, tablets, satellite radio, new video and electronic book formats, user-generated content sites, Internet and mobile distribution of video content via streaming and downloading, place- shifting of content from the home to portable devices on which content is viewable outside the home, and digital outdoor displays. For example, devices that allow users to view or listen to television or radio programs on a time-delayed basis; technologies that enable users to fast-forward or skip advertisements, such as DVRs, or increase the sharing of subscription content;

systems that allow users to access copyrighted product of the Company over the Internet through antennas and other devices; and portable digital devices and systems that enable users to store or make portable copies of programming, may cause changes in consumer behavior that could affect the attractiveness of the Company's offerings to advertisers and adversely affect its revenues. Also, the growing uses of user-generated content sites and live and stored video streaming sites, which deliver unauthorized copies of copyrighted content, including those emanating from other countries in various languages, may adversely impact the Company's businesses. In addition, further increases in the use of digital devices which allow users to view or listen to content of their own choosing, in their own time and remote locations, while avoiding traditional commercial advertisements or subscription payments, could adversely affect the Company's radio and television broadcasting advertising and subscription revenues. Cable providers and DBS operators are developing new techniques that allow them to transmit more channels on their existing equipment to highly targeted audiences, reducing the cost of creating channels and potentially leading to the division of the television marketplace into more specialized niche audiences. More television options increase competition for viewers and competitors targeting programming to narrowly defined audiences may gain an advantage over the Company for television advertising and subscription revenues. Television manufacturers, cable providers and others are developing and offering technology to enable viewers to locate digital copies of programming from the Internet to view on television monitors or other devices, which could diminish viewership of the Company's programming. Generally, changing consumer behavior may impact the Company's traditional distribution methods, for example, by reducing viewership of its programming (including motion pictures), the demand for DVD and Blu-ray Disc product and/or the desire to see motion pictures in theaters, which could have an adverse impact on the Company's revenues and profitability. Also, the impact of technological changes on traditional distributors of video programming may adversely affect the Company's cable networks' ability to grow revenue. Anticipating and adapting to changes in technology on a timely basis and exploiting new sources of revenue from these changes will affect the Company's ability to continue to increase its revenue.

**Piracy of the Company's Programming and Other Content, Including Digital Piracy, May Decrease Revenue Received from the Exploitation of the Company's Programming and Other Content and Adversely Affect Its Businesses and Profitability**

Piracy of programming (including motion pictures), books and other copyrighted material is prevalent in many parts of the world and is made easier by the availability of digital copies of content and technological advances allowing conversion of such programming and other content into digital formats, which facilitate the creation, transmission and sharing of high quality unauthorized copies of the Company's content. Recent technological advances, which facilitate the streaming of programming via the Internet to television screens and other devices, may increase piracy. The proliferation of unauthorized access to programming has an adverse effect on the Company's businesses and profitability because these unauthorized actions reduce the revenue that the Company potentially could receive from the legitimate sale and distribution of its products and services. In addition, if piracy were to increase, it would have an adverse effect on the Company's businesses and profitability. Also, while legal protections exist, piracy and technological tools with which to carry it out continue to escalate, evolve and present challenges for enforcement. Various litigations are pending regarding entities that stream the Company's broadcast content without obtaining the consent of or paying compensation to the Company, and the U.S. Supreme Court has granted certiorari to hear a case involving a challenge by major broadcasters to one such entity. Failure of legal protections to evolve and enable enhanced enforcement efforts to combat piracy could make it more difficult for the Company to adequately protect its intellectual property, which could negatively impact its value and further increase the Company's enforcement costs.

**The Company's Operating Results Are Subject to Seasonal Variations and Other Factors**

The Company's business has experienced and is expected to continue to experience seasonality due to, among other things, seasonal advertising patterns and seasonal influences, on people's viewing, reading,

attendance and listening habits. Typically, the Company's revenue from advertising increases in the fourth quarter, Simon & Schuster generates a substantial portion of its revenues in the fourth quarter, and license fees for television programming and CBS Films' revenue from motion pictures are dependent on the timing, mix, number and availability of the Company's television programming and motion pictures, as applicable, which may cause operating results to increase or decrease during a period and create non-comparable results relative to the corresponding period in the prior year. In addition, advertising revenues in even-numbered years benefit from advertising placed by candidates for political offices. The effects of such seasonality make it difficult to estimate future operating results based on the previous results of any specific quarter and may adversely affect operating results.

#### **The Company's Businesses Operate in Highly Competitive Industries**

The Company competes with other media companies for high quality content and attractive outdoor advertising space to achieve large audiences and to generate advertising revenue. The Company also competes for distribution on various MVPD platforms. The Company's ability to attract audiences and advertisers and obtain favorable distribution depends in part on its ability to provide popular television programming and radio programming, motion pictures and books, as well as well-placed outdoor advertising faces. In addition, the consolidation of advertising agencies, distributors and television service providers has made competition for audiences, advertising revenue, and distribution more intense. In addition, consolidation among book retailers and the growth of on-line sales and electronic books sales have resulted in increased competition for limited physical shelf space for the Company's publications and for the attention of consumers on-line. Competition for audiences and advertising comes from: broadcast television stations and networks; cable television systems and networks; motion picture studios; the Internet; terrestrial and satellite radio and portable devices; outdoor advertisers; local, regional and national newspapers; direct mail; and other communications and advertising media that operate in these markets. Other television and radio stations or cable networks may change their formats or programming, a new station or new network may adopt a format to compete directly with the Company's stations or networks, or stations or networks might engage in aggressive promotional campaigns. In book publishing, competition among electronic and print book retailers could decrease the prices for new releases and the outlets available for book sales. Moreover, the growing use of self-publishing technologies by authors, increases competition and could result in decreased use of traditional publishing services. This competition could result in lower ratings and advertising and subscription and other revenues or increased promotional and other expenses and, consequently, lower earnings and cash flow for the Company. The Company cannot be assured that it will be able to compete successfully in the future against existing or potential competitors, or that competition will not have a material adverse effect on its business, financial condition or results of operations.

#### **Economic Conditions May Adversely Affect the Company's Businesses and Customers**

The U.S. and other countries where the Company operates have experienced slowdowns and volatilities in their economies. A downturn could lead to lower consumer and business spending for the Company's products and services, particularly if customers, including advertisers, subscribers, licensees, retailers, theater operators and other consumers of the Company's content offerings and services, reduce demands for the Company's products and services. In addition, in unfavorable economic environments, the Company's customers may have difficulties obtaining capital at adequate or historical levels to finance their ongoing business and operations and may face insolvency, all of which could impair their ability to make timely payments and continue operations, including distribution of the Company's content. The Company is unable to predict the duration and severity of weakened economic conditions and such conditions and resultant effects could adversely impact the Company's businesses, operating results, and financial condition.

**Volatility and Weakness in Capital Markets May Adversely Affect Credit Availability and Related Financing Costs for the Company**

Bank and capital markets can experience periods of volatility and disruption. If the disruption in these markets is prolonged, the Company's ability to refinance, and the related cost of refinancing, some or all of its debt could be adversely affected. Although the Company can currently access the bank and capital markets, there is no assurance that such markets will continue to be a reliable source of financing for the Company. In addition, the Company's access to and cost of borrowing can be affected by the Company's short- and long-term debt ratings assigned by ratings agencies. These factors, including the tightening of credit markets, or a decrease in the Company's debt ratings, could adversely affect the Company's ability to obtain cost-effective financing.

**Increased Programming and Content Costs May Adversely Affect the Company's Profits**

The Company produces and acquires programming (including motion pictures) and other content and incurs costs with respect to its content, including for all types of creative talent, including actors, authors, writers and producers, composers and publishers of music, as well as for marketing and distribution. An increase in any of these costs may lead to decreased profitability.

**Changes in Communications Laws or Other Regulations May Have an Adverse Effect on the Company's Business**

The television and radio broadcasting and distribution industries in the U.S. are highly regulated by U.S. federal laws and regulations issued and administered by various federal agencies, including the FCC. The television and radio broadcasting industry is subject to extensive regulation by the FCC under the Communications Act. For example, the Company is required to obtain licenses from the FCC to operate its radio and television stations. The Company cannot be assured that the FCC will approve its future renewal applications or that the renewals will be for full terms or will not include conditions or qualifications. The non-renewal, or renewal with substantial conditions or modifications, of one or more of the Company's licenses could have a material adverse effect on the Company's revenues. The Company must also comply with extensive FCC regulations and policies in the ownership and operation of its television and radio stations and its television networks. FCC regulations prohibit the ownership of more than one of the top four networks, ABC, CBS, FOX and NBC, and limit the number of television and radio stations that a licensee can own in a market and the number of television stations that can be owned nationwide, which could restrict the Company's ability to consummate future transactions and in certain circumstances could require it to divest some television or radio stations. The U.S. Congress and the FCC currently have under consideration, and may in the future adopt, new laws, regulations, and policies regarding a wide variety of matters that could, directly or indirectly, affect the operation and ownership of the Company's radio and television properties. For example, from time to time, proposals have been advanced in the U.S. Congress and at the FCC to require radio and television broadcast stations to provide advertising time to political candidates for free or at a reduced charge. Any restrictions on political advertising may adversely affect the Company's advertising revenues. The FCC has initiated a proceeding to examine and potentially regulate more closely embedded advertising such as product placement and product integration. Enhanced restrictions affecting these means of delivering advertising messages may adversely affect the Company's advertising revenues. Changes to the media ownership and other FCC rules may affect the competitive landscape in ways that could increase the competition faced by the Company. Proposals have also been advanced from time to time before the U.S. Congress and the FCC to extend the program access rules (currently applicable only to those cable program services which also own or are owned by cable distribution systems) to all cable program services. The Company's ability to obtain the most favorable terms available for its content could be adversely affected should such an extension be enacted into law. In response to the FCC's March 2010 National Broadband Plan, which seeks to provide affordable broadband access throughout the U.S., Congress passed legislation in February 2012 authorizing the FCC to conduct voluntary auctions of spectrum utilized by broadcast television stations to

provide additional spectrum for wireless broadband services. The television stations that continue their operations may have to change channels once the FCC "repacks" the broadcast spectrum dedicated to broadcast television use. Such auctions are expected to begin in 2015 followed by repacking, which could adversely impact the Company's broadcast coverage and related revenues. It is difficult to predict the timing or outcome of the FCC's actions or their effect, if any, on the Company's broadcasting properties. Legislation could be enacted, which could remove over-the-air broadcasters' existing exemption from payment of a performance royalty to record companies and performers of music which is broadcast on radio stations and could have an adverse impact on the cost of music programming for the Company. In addition, changes in or new interpretations of international laws and regulations governing competition and the Internet, including those affecting data privacy, may have an adverse impact on the Company's international businesses and Internet properties. The Company is unable to predict the effect that any such laws, regulations or policies may have on its operations.

**Vigorous Enforcement or Enhancement of FCC Indecency and Other Program Content Rules Against the Broadcast and Cable Industries Could Have an Adverse Effect on the Company's Businesses and Results of Operations**

The FCC's rules prohibit the broadcast of obscene material at any time and indecent or profane material on television or radio broadcast stations between the hours of 6 a.m. and 10 p.m. Broadcasters risk violating the prohibition against broadcasting indecent material because of the vagueness of the FCC's indecency/profanity definition, coupled with the spontaneity of live programming. The FCC vigorously enforces its indecency rules against the broadcasting industry. The FCC has found on a number of occasions that the content of radio and television broadcasts has contained indecent material. In such instances, the FCC issued fines or advisory warnings to the offending licensees. Moreover, the FCC has in some instances imposed separate fines for each allegedly indecent "utterance," in contrast with its previous policy, which generally considered all indecent words or phrases within a given program as constituting a single violation. The fines for broadcasting indecent material per station are a maximum of \$325,000 per utterance. If the FCC denied a license renewal or revoked the license for one of the Company's broadcast radio or television stations, the Company would lose its authority to operate the station. The determination of whether content is indecent is inherently subjective and, as such, it can be difficult to predict whether particular content could violate indecency standards. The difficulty in predicting whether individual programs, words or phrases may violate the FCC's indecency rules adds significant uncertainty to the Company's ability to comply with the rules. Violation of the indecency rules could lead to sanctions which may adversely affect the Company's businesses and results of operations. Some policymakers support the extension of the indecency rules that are applicable to over-the-air broadcasters to cover cable and satellite programming and/or attempts to increase enforcement of or otherwise expand existing laws and rules. If such an extension, attempt to increase enforcement or other expansion took place and were found to be constitutional, some of the Company's cable content could be subject to additional regulation and might not be able to attract the same subscription and viewership levels.

**The Loss of Affiliation Agreements or Retransmission Agreements Could Materially Adversely Affect the Company's Results of Operations**

The CBS Television Network provides its affiliates with up to approximately 98 hours of regularly scheduled programming per week. In return, the CBS Television Network's affiliated stations broadcast network-inserted commercials during that programming. Loss of network affiliation agreements of the CBS Television Network could adversely affect the Company's results of operations by reducing the reach of the Company's programming and therefore its attractiveness to advertisers, and renewal of these affiliation agreements on less favorable terms may also adversely affect the Company's results of operations. The non-renewal or termination of retransmission agreements with MVPDs or continued distribution on less favorable terms, could also adversely affect the Company's revenues and its ability to distribute its network programming to a nationwide audience and affect the Company's ability to sell

advertising, which could have a material adverse effect on the Company's results of operations. Showtime Networks, CBS Sports Network and Smithsonian Networks are also dependent upon the maintenance of affiliation agreements with MVPDs, and there can be no assurance that these agreements will be renewed in the future on terms acceptable to such programmers. The loss of one or more of these arrangements could reduce the distribution of Showtime Networks', CBS Sports Network's and Smithsonian Networks' program services and reduce revenues from subscriber fees and advertising, as applicable. Further, the loss of favorable packaging, positioning, pricing or other marketing opportunities with any distributor could reduce revenues from subscriber fees. Also, consolidation among MVPDs and increased vertical integration of such distributors into the cable or broadcast network business have provided more leverage to these distributors and could adversely affect the Company's ability to maintain or obtain distribution for its network programming or distribution and/or marketing of its subscription program services on favorable or commercially reasonable terms, or at all.

**The Failure or Destruction of Satellites and Transmitter Facilities that the Company Depends Upon to Distribute Its Programming Could Materially Adversely Affect the Company's Businesses and Results of Operations**

The Company uses satellite systems to transmit its broadcast and cable networks to affiliates. The distribution facilities include uplinks, communications satellites and downlinks. Transmissions may be disrupted as a result of local disasters including extreme weather that impair on-ground uplinks or downlinks, or as a result of an impairment of a satellite. Currently, there are a limited number of communications satellites available for the transmission of programming. If a disruption occurs, failure to secure alternate distribution facilities in a timely manner could have a material adverse effect on the Company's businesses and results of operations. Each of the Company's television and radio stations and cable networks uses studio and transmitter facilities that are subject to damage or destruction. Failure to restore such facilities in a timely manner could have a material adverse effect on the Company's businesses and results of operations.

**Breach of Security Measures Regarding Information Systems Could Disrupt Operations and Damage the Company's Reputation and Could Materially Adversely Affect the Company's Businesses and Results of Operations**

Network and information systems and other technologies are important to the Company's business activities. Despite the Company's security measures, network and information systems-related events, such as computer hackings, viruses, or other destructive or disruptive software, process breakdowns or malicious or other activities, and natural or other disasters could result in a disruption of the Company's services and operations or improper disclosure of personal data or confidential information, which could damage the Company's reputation and require the Company to expend resources to remedy any such breaches. The occurrence of any of such network or information systems-related events, security breaches or natural or other disasters could have a material adverse effect on the Company's business and results of operations.

**The Company Could Suffer Losses Due to Asset Impairment Charges for Goodwill, Intangible Assets, FCC Licenses and Programming**

The Company will test goodwill and indefinite-lived intangible assets, including FCC licenses, for impairment during the fourth quarter of each year and between annual tests if events or circumstances require an interim impairment assessment. A downward revision in the estimated fair value of a reporting unit or intangible assets, including FCC licenses, could result in a non-cash impairment charge. Also, any significant shortfall, now or in the future, in the expected popularity of the programming for which the Company has acquired rights could lead to a downward revision in the fair value of such assets. Any such impairment charge for goodwill, intangible assets and/or programming could have a material adverse effect on the Company's reported net earnings.

**Dividends and Dividend Rates Cannot Be Guaranteed**

The Company's Board of Directors assesses relevant factors when considering the declaration of a dividend on the Company's common stock. The Company cannot guarantee that it will continue to declare dividends, including at the same or similar rates.

**The Loss of Key Personnel, Including Talent, Could Disrupt the Management or Operations of the Company's Business and Adversely Affect Its Revenues**

The Company's business depends upon the continued efforts, abilities and expertise of its chief executive officer and other key employees and entertainment personalities. The Company believes that the unique combination of skills and experience possessed by its executive officers would be difficult to replace, and that the loss of its executive officers could have a material adverse effect on the Company, including the impairment of the Company's ability to execute its business strategy. While the Company does not maintain a written succession plan with respect to Chairman of the Board, in accordance with the Company's Corporate Governance Guidelines, designated independent committees of the CBS Board together periodically review succession planning for the position of Chairman and report to the non-management directors of the CBS Board. Because approximately 79.6% of the voting shares are controlled by Sumner Redstone there can be no assurance now or in the future that he or the successors to the voting control may not seek to effect succession of the Chairman; however, and in all cases, the Board will elect the next Chairman by a majority vote of the Board. Additionally, the Company employs or independently contracts with several entertainment personalities and authors with significant loyal audiences or readership. Entertainment personalities are sometimes significantly responsible for the ranking of a television or radio station and, therefore, the ability of the station to sell advertising, and an author's popularity can be significantly responsible for the success of a particular book. Cable Networks produces programming and CBS Films produces motion pictures with highly regarded directors, actors and other talent who are important to achieving audience endorsement of their content. There can be no assurance that these entertainment personalities, authors and talent will remain with or be drawn to the Company or will retain their current audiences or readership. If the Company fails to retain or attract these entertainment personalities, authors and talent or they lose their current audiences or readership, the Company's revenues could be adversely affected.

**Fluctuations in Foreign Exchange Rates Could Have an Adverse Effect on the Company's Results of Operations**

Certain of the Company's revenues are earned and expenses are incurred in foreign currencies. The value of these currencies fluctuates relative to the U.S. dollar. As a result, the Company is exposed to exchange rate fluctuations, which could have an adverse effect on its results of operations.

**Regulation of the Outdoor Advertising Industry Could Materially Adversely Affect the Company's Outdoor Americas Business**

The outdoor advertising industry is subject to extensive governmental regulation and enforcement at the federal, state and local levels in the U.S. and to national, regional and local restrictions in foreign countries. These regulations and enforcement actions can affect the operation and continuance of operations of advertising displays and include restrictions on the construction, operation, repair, upgrading, height, size, location and type, such as digital, tri-vision or static, of outdoor advertising structures and displays and, in some instances, the content of advertising copy that can be displayed on these structures. In addition, outdoor advertising is the subject of targeted state and municipal taxes and fees. Such laws may increase the Company's costs and reduce the Company's expansion opportunities or may increase competitive pressure from others. The Company cannot give any assurance that existing or future laws or regulations will not materially and adversely affect its outdoor business.

**The Company's Proposed IPO and Separation of its Outdoor Advertising Business and Plans to Convert such Business into a Real Estate Investment Trust Are Subject to Approvals and Changes in Legislation, Tax Rules and Market Conditions**

During 2013, the Company announced its intention to separate its Outdoor Americas business and, subject to receiving a ruling from the IRS, convert it into a REIT. CBS Outdoor Americas Inc., a subsidiary of the Company which holds the Outdoor Americas business, expects to sell up to 20% of its common stock through an IPO during the first quarter of 2014. At a time subsequent to the IPO, the Company intends to dispose of the remaining shares of CBS Outdoor Americas Inc. that it will own after completion of the IPO. All of these actions are subject to customary approvals and risks, many of which are outside the Company's control, including changes in legislation, tax rules or market conditions, which could adversely impact timing, the ability to consummate or achieve the benefits of the transactions.

**The Company's Liabilities Related to Discontinued Operations and Former Businesses Could Adversely Impact Its Financial Condition**

The Company has both recognized and potential liabilities and costs related to discontinued operations and former businesses, certain of which are unrelated to the media business, including leases, guarantees, environmental liabilities, liabilities related to the pensions and medical expenses of retirees, asbestos liabilities, contractual disputes and other pending and threatened litigation. The Company cannot be assured that its reserves are sufficient to cover these liabilities in their entirety or any one of these liabilities when it becomes due or at what point any of these liabilities may come due. Therefore, there can be no assurances that these liabilities will not have a material adverse effect on the Company's financial position, operating performance or cash flow.

**The Company Could Be Adversely Affected by Strikes and Other Union Activity**

The Company and its suppliers engage the services of writers, directors, actors and other talent, trade employees and others who are subject to collective bargaining agreements. If the Company or its suppliers are unable to renew expiring collective bargaining agreements, it is possible that the affected unions or others could take action in the form of strikes or work stoppages. Such actions, higher costs in connection with these agreements or a significant labor dispute could adversely affect the Company's television, radio, cable networks, interactive and motion picture businesses by disrupting the Company's ability to provide scheduled services and programming or by causing delays in the production of the Company's television or radio programming, motion pictures or the Company's outdoor business by disrupting its ability to place advertising on outdoor faces. Depending on its duration, any lockout, strike or work stoppage could have an adverse effect on the Company's revenues, cash flows and/or operating income and/or the timing thereof.

**Political and Economic Risks Associated with the Company's International Businesses Could Harm the Company's Financial Condition or Results of Operations**

The Company's businesses operate and have customers worldwide. Inherent risks of doing business in international markets include, among other risks, changes in the economic environment, export restrictions, exchange controls, tariffs and other trade barriers and longer payment cycles. The Company may incur substantial expense as a result of the imposition of new restrictions or changes in the existing economic environment in the regions where it does business. In addition, acts of terrorism or other hostilities, or other future financial, political, economic or other uncertainties, could lead to a reduction in advertising expenditures, which could materially adversely affect the Company's business, financial condition or results of operations.

**NAI, Through Its Voting Control of the Company, Is in a Position to Control Actions that Require Stockholder Approval**

NAI, through its direct and indirect ownership of the Company's Class A Common Stock, has voting control of the Company. Mr. Sumner M. Redstone, the controlling stockholder, chairman of the board of directors and chief executive officer of NAI, serves as Executive Chairman of the Company's Board of Directors, and Ms. Shari Redstone, the president and a director of NAI, serves as Vice Chair of the Company's Board of Directors. In addition, Mr. David R. Andelman is a director of NAI and serves as a director of the Company. NAI is in a position to control the outcome of corporate actions that require stockholder approval, including the election of directors and transactions involving a change of control. Other stockholders who may have different interests are unable to affect the outcome of the corporate actions of the Company for so long as NAI retains voting control.

**Sales of Shares of Common Stock by NAI Could Adversely Affect the Stock Price**

NAI, through its direct and indirect ownership of the Company's Class A Common Stock, has voting control of the Company. Based on information received from NAI, shares of the Company's voting Class A common stock and non-voting Class B common stock owned by NAI Entertainment Holdings LLC ("NAI EH"), a wholly-owned subsidiary of NAI, are pledged to NAI EH's lenders. NAI holds more than 50% of the Company's voting Class A shares directly and these shares are not pledged. If NAI EH defaults on its obligations and the lenders foreclose on the collateral, the lenders or anyone to whom the lenders transfer the Company's shares could sell such shares or convert those shares of voting Class A Common Stock into shares of non-voting Class B Common Stock and sell such shares, which could adversely affect the Company's share price. Additionally, if the lenders foreclose on the pledged shares of voting Class A Common Stock, NAI will no longer directly or indirectly own those shares and such lenders or other transferees would have voting rights in the Company. In addition, there can be no assurance that NAI or NAI EH at some future time will not sell or pledge additional shares of the Company's stock, which could adversely affect the Company's share price.

**Many Factors May Cause the Stock Price of the Company's Class A Common Stock and Class B Common Stock to Fluctuate**

The stock price of Class A Common Stock and Class B Common Stock may fluctuate significantly as a result of many factors. These factors, some or all of which are beyond the Company's control, include:

actual or anticipated fluctuations in the Company's operating results;

changes in expectations as to the Company's future financial performance or changes in financial estimates of securities analysts;

success of the Company's operating and growth strategies;

investor anticipation of strategic, technological or regulatory threats, whether or not warranted by actual events;

operating and stock price performance of other comparable companies; and

realization of any of the risks described in these risk factors.

In addition, the stock market has experienced volatility that often has been unrelated or disproportionate to the operating performance of particular companies. These broad market and industry fluctuations may adversely affect the trading prices of the Company's common stock, regardless of the Company's actual operating performance.

**The Businesses of the Company and Viacom Inc. Will Be Attributable to the Other Company for Certain Regulatory Purposes, Which May Limit Business Opportunities**

So long as the Company and Viacom Inc. are under common control, each company's businesses, as well as the businesses of any other commonly controlled company, will be attributable to the other company for purposes of certain rules and regulations of the FCC and certain rules regarding political campaign contributions in the U.S., among others potentially. The businesses of one company will continue to be attributable to the other company for certain FCC purposes even after the two companies cease to be commonly controlled, if the two companies share common officers, directors, or attributable stockholders. As a result, the businesses and conduct of Viacom Inc. may have the effect of limiting and affecting the activities, strategic business alternatives and business terms available to the Company, including limitations to which the Company contractually agreed in connection with the Company's separation of former Viacom Inc. ("Former Viacom") into two publicly traded entities, CBS Corporation and new Viacom Inc., which was completed on December 31, 2005 (the "Separation").

**In Connection with the Separation, Each Company Will Rely on the Other Company's Performance Under Various Agreements Between the Companies**

In connection with the Separation, the Company and Viacom Inc. entered into various agreements, including the Separation Agreement, a tax matters agreement dated December 30, 2005, which is filed as an exhibit to this report, effective as of the Separation (the "Tax Matters Agreement") and certain related party arrangements pursuant to which the Company and Viacom Inc. will provide services and products to each other from and after the Separation. The Separation Agreement sets forth the allocation of assets, liabilities, rights and obligations of the Company and Viacom Inc. following the Separation, and includes indemnification obligations for such liabilities and obligations. In addition, pursuant to the Tax Matters Agreement, certain income tax liabilities and related responsibilities are allocated between, and indemnification obligations are assumed by, each of the Company and Viacom Inc. Each company will rely on the other to satisfy its performance and payment obligations under these agreements. Certain of the liabilities to be assumed or indemnified by the Company or Viacom Inc. under these agreements are legal or contractual liabilities of the other company. If Viacom Inc. were to breach or be unable to satisfy its material obligations under these agreements, including a failure to satisfy its indemnification obligations, the Company could suffer operational difficulties or significant losses.

**Certain Members of Management, Directors and Stockholders May Face Actual or Potential Conflicts of Interest**

The management and directors of the Company may own both CBS Corp. common stock and Viacom Inc. common stock, and both the Company and Viacom Inc. are controlled by NAI. Mr. Redstone, the controlling stockholder, chairman of the board of directors and chief executive officer of NAI, serves as Executive Chairman of the Company's Board of Directors and executive chairman of Viacom Inc.'s board of directors. Ms. Redstone, the president and a director of NAI, serves as Vice Chair of the Board of Directors of each of the Company and Viacom Inc. Mr. David R. Andelman is a director of NAI and serves as a director of the Company. Mr. Frederic V. Salerno is a director of Viacom Inc. and serves as a director of the Company. This ownership overlap and these common directors could create, or appear to create, potential conflicts of interest when the Company's and Viacom Inc.'s management, directors and controlling stockholder face decisions that could have different implications for the Company and Viacom Inc. For example, potential conflicts of interest could arise in connection with the resolution of any dispute between the Company and Viacom Inc. regarding the terms of the agreements governing the Separation and the relationship between the Company and Viacom Inc. thereafter. These agreements include, among others, the Separation Agreement, the Tax Matters Agreement and any commercial agreements between the parties or their affiliates. On occasion, the Company and Viacom Inc. may compete with each other in various commercial enterprises. Potential conflicts of interest could also arise if the Company and Viacom Inc. enter into any commercial arrangements with each other in the future. Each

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of Mr. Redstone and Ms. Redstone may also face conflicts of interest with regard to the allocation of his or her time between the Company and Viacom Inc. CBS Corp.'s certificate of incorporation contains provisions related to corporate opportunities that may be of interest to both the Company and Viacom Inc. CBS Corp.'s certificate of incorporation provides that in the event that a director, officer or controlling stockholder of the Company who is also a director, officer or controlling stockholder of Viacom Inc. acquires knowledge of a potential corporate opportunity for both the Company and Viacom Inc., such director, officer or controlling stockholder may present such opportunity to the Company or Viacom Inc. or both, as such director, officer or controlling stockholder deems appropriate in his or her sole discretion, and that by doing so such person will have satisfied his or her fiduciary duties to the Company and its stockholders. In addition, CBS Corp.'s certificate of incorporation provides that the Company renounces any interest in any such opportunity presented to Viacom Inc. These provisions create the possibility that a corporate opportunity of one of such companies may be used for the benefit of the other company.

### **Item 1B. *Unresolved Staff Comments.***

Not applicable.

### **Item 2. *Properties.***

The Company maintains its world headquarters at 51 West 52nd Street, New York, New York, where it owns a building containing approximately 900,000 square feet of space, 831,000 square feet of which is office space. The Company occupies approximately 276,000 square feet of the office space and leases the balance to third parties. The Company owns the CBS Broadcast Center complex located on approximately 3.7 acres at 524 West 57th Street, New York, New York, which consists of approximately 860,000 square feet of office and studio space. The Company also owns two studio facilities in California: (a) the CBS Studio Center at 4024 Radford Avenue, Studio City, California, located on approximately 40 acres, and (b) CBS Television City at 7800 Beverly Boulevard, Los Angeles, California, located on approximately 25 acres. Showtime Networks leases approximately 200,000 square feet at 1633 Broadway, New York, New York under a lease which expires in 2026. Simon & Schuster leases approximately 290,000 square feet of office space at 1230 Avenue of the Americas, New York, New York, which lease runs to 2019. CBS Interactive leases approximately 280,000 square feet of space at 235 2nd Street, San Francisco, California under a lease which expires in 2022. The Company and its subsidiaries also own and lease office, studio and warehouse space, broadcast, antenna and satellite transmission facilities and outdoor advertising properties throughout the U.S., Canada and several other foreign countries for its businesses. The Company considers its properties adequate for its present needs.

### **Item 3. *Legal Proceedings.***

*E-books Matters.* A number of lawsuits described below have been pending against the following parties relating to the sale of e-books: Apple Inc., Hachette Book Group, Inc., HarperCollins Publishers, LLC, Holtzbrinck Publishers LLC d/b/a Macmillan, Penguin Group (USA) Inc. and the Company's subsidiary, Simon & Schuster, Inc. (collectively, the "Publishing parties").

On April 10, 2012, for purposes of settlement and without any admission of wrongdoing or liability, Simon & Schuster and two of the other Publishing parties entered into a settlement stipulation and proposed final judgment (the "Stipulation") with the United States Department of Justice (the "DOJ") in connection with the DOJ's investigations of agency distribution of e-books. In furtherance of this settlement, on April 11, 2012, the DOJ filed an antitrust action in the United States District Court for the Southern District of New York against the Publishing parties and concurrently filed the Stipulation with the court. On September 7, 2012, the Stipulation was approved by the court and final judgment was entered. The Stipulation does not involve any monetary payments by Simon & Schuster, but will require the adoption of certain business practices for a 24 month period (the "24 Month Period") and certain compliance practices for a five year period. Following a ruling in favor of the DOJ and a judgment against Apple that was entered by the court on September 6, 2013, Apple filed an appeal, which will be heard by

the United States Court of Appeals for the Second Circuit. On October 4, 2013, Simon & Schuster filed an appeal with the court relating to an aspect of the Apple judgment involving the 24 Month Period.

On June 11, 2012, for purposes of settlement and without any admission of wrongdoing or liability, Simon & Schuster entered into a proposed settlement agreement to resolve the antitrust action filed by a number of states and the Commonwealth of Puerto Rico against several of the Publishing parties in the United States District Court for the Western District of Texas, which was transferred to the United States District Court for the Southern District of New York ("States") on April 30, 2012. The proposed settlement provides that, certain Publishing parties, including Simon & Schuster, will pay agreed upon amounts for consumer restitution, among other things, and also requires the adoption of certain business and compliance practices, which are substantially similar to those described in the Stipulation with the DOJ. On September 14, 2012, the court granted preliminary approval of the proposed settlement, which all states (except Minnesota), the District of Columbia and the United States territories joined. On October 15, 2012, Simon & Schuster paid the agreed upon amounts into an escrow account pending final court approval. On February 8, 2013, the court approved the proposed settlement following a final settlement approval hearing that day. On June 20, 2013, Simon & Schuster and certain other Publishing parties entered into a settlement agreement in the MDL litigation (as described below) covering claims of Minnesota residents (the "Minnesota Settlement"). The Minnesota Settlement was approved by the court on December 6, 2013. The Company believes that the settlements with the DOJ, the States and the Minnesota Settlement will not have a material adverse effect on its results of operations, financial position or cash flows.

On December 9, 2011, the United States Judicial Panel on Multidistrict Litigation (the "MDL") issued an order consolidating in the United States District Court for the Southern District of New York various purported class action suits that private litigants had filed in federal courts in California and New York. On January 20, 2012, the plaintiffs filed a consolidated amended class action complaint with the court against the Publishing parties. These private litigant plaintiffs, who are e-book purchasers, allege that, among other things, the defendants are in violation of federal and/or state antitrust laws in connection with the sale of e-books pursuant to agency distribution arrangements between each of the publishers and e-book retailers. The consolidated amended class action complaint generally seeks multiple forms of damages for the purchase of e-books and injunctive and other relief. On March 2, 2012, the Publishing parties filed a motion to dismiss this action. On May 15, 2012, the court denied the motion to dismiss. As noted above, on June 20, 2013, Simon & Schuster entered into the Minnesota Settlement, which was approved by the court on December 6, 2013. Upon final approval of the Minnesota Settlement by the court, Simon & Schuster was dismissed with prejudice from the MDL litigation and only those individuals who elect to opt out of the States settlement or the Minnesota Settlement will have any potential claims against Simon & Schuster.

Similar antitrust suits have been filed against the Publishing parties by private litigants in Canada, purportedly as class actions, under Canadian law, commencing on February 24, 2012; and by an Australian e-book retailer in the United States Court for the Southern District of New York on September 16, 2013. Simon & Schuster intends to defend itself in these matters.

In addition, the European Commission (the "EC") and Canadian Competition Bureau (the "CCB") conducted separate competition investigations of agency distribution arrangements of e-books in this industry. On December 12, 2012, following the close of a comment period, the EC entered into settlement agreements with Simon & Schuster and certain Publishing parties. The CCB also entered into a settlement agreement with Simon & Schuster and certain Publishing parties, which was effective on February 7, 2014. These settlements require the adoption of certain business and compliance practices similar to those described in the Stipulation with the DOJ.

*Claims Related to Former Businesses: Asbestos.* The Company is a defendant in lawsuits claiming various personal injuries related to asbestos and other materials, which allegedly occurred principally as a result of exposure caused by various products manufactured by Westinghouse, a predecessor, generally

prior to the early 1970s. Westinghouse was neither a producer nor a manufacturer of asbestos. The Company is typically named as one of a large number of defendants in both state and federal cases. In the majority of asbestos lawsuits, the plaintiffs have not identified which of the Company's products is the basis of a claim. Claims against the Company in which a product has been identified principally relate to exposures allegedly caused by asbestos-containing insulating material in turbines sold for power-generation, industrial and marine use, or by asbestos-containing grades of decorative micarta, a laminate used in commercial ships.

Claims are frequently filed and/or settled in groups, which may make the amount and timing of settlements, and the number of pending claims, subject to significant fluctuation from period to period. The Company does not report as pending those claims on inactive, stayed, deferred or similar dockets which some jurisdictions have established for claimants who allege minimal or no impairment. As of December 31, 2013, the Company had pending approximately 45,150 asbestos claims, as compared with approximately 45,900 as of December 31, 2012 and 50,090 as of December 31, 2011. During 2013, the Company received approximately 4,310 new claims and closed or moved to an inactive docket approximately 5,060 claims. The Company reports claims as closed when it becomes aware that a dismissal order has been entered by a court or when the Company has reached agreement with the claimants on the material terms of a settlement. Settlement costs depend on the seriousness of the injuries that form the basis of the claim, the quality of evidence supporting the claims and other factors. The Company's total costs for the years 2013 and 2012 for settlement and defense of asbestos claims after insurance recoveries and net of tax benefits were approximately \$29 million and \$21 million, respectively. The Company's costs for settlement and defense of asbestos claims may vary year to year and insurance proceeds are not always recovered in the same period as the insured portion of the expenses.

Filings include claims for individuals suffering from mesothelioma, a rare cancer, the risk of which is allegedly increased by exposure to asbestos; lung cancer, a cancer which may be caused by various factors, one of which is alleged to be asbestos exposure; other cancers, and conditions that are substantially less serious, including claims brought on behalf of individuals who are asymptomatic as to an allegedly asbestos-related disease. The predominant number of claims against the Company are non-cancer claims. In a substantial number of the pending claims, the plaintiff has not yet identified the claimed injury. The Company believes that its reserves and insurance are adequate to cover its asbestos liabilities. This belief is based upon many factors and assumptions, including the number of outstanding claims, estimated average cost per claim, the breakdown of claims by disease type, historic claim filings, costs per claim of resolution and the filing of new claims. While the number of asbestos claims filed against the Company has trended down in the past five to ten years and has remained flat in recent years, it is difficult to predict future asbestos liabilities, as events and circumstances may occur including, among others, the number and types of claims and average cost to resolve such claims, which could affect the Company's estimate of its asbestos liabilities.

*Other.* The Company from time to time receives claims from federal and state environmental regulatory agencies and other entities asserting that it is or may be liable for environmental cleanup costs and related damages principally relating to historical and predecessor operations of the Company. In addition, the Company from time to time receives personal injury claims including toxic tort and product liability claims (other than asbestos) arising from historical operations of the Company and its predecessors.

*General.* On an ongoing basis, the Company vigorously defends itself in numerous lawsuits and proceedings and responds to various investigations and inquiries from federal, state and local authorities (collectively, "litigation"). Litigation may be brought against the Company without merit, is inherently uncertain and always difficult to predict. However, based on its understanding and evaluation of the relevant facts and circumstances, the Company believes that the above-described legal matters and other litigation to which it is a party are not likely, in the aggregate, to have a material adverse effect on its results of operations, financial position or cash flows. Under the Separation Agreement between the

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Company and Viacom Inc., the Company and Viacom Inc. have agreed to defend and indemnify the other in certain litigation in which the Company and/or Viacom Inc. is named.

### Item 4. *Mine Safety Disclosures.*

Not applicable.

### EXECUTIVE OFFICERS OF THE COMPANY

Set forth below is certain information concerning the executive officers of the Company as of February 11, 2014.

| Name                | Age | Title                                                                                           |
|---------------------|-----|-------------------------------------------------------------------------------------------------|
| Sumner M. Redstone  | 90  | Executive Chairman of the Board of Directors and Founder                                        |
| Leslie Moonves      | 64  | President and Chief Executive Officer and Director                                              |
| Anthony G. Ambrosio | 53  | Senior Executive Vice President, Chief Administrative Officer and Chief Human Resources Officer |
| Joseph R. Ianniello | 46  | Chief Operating Officer                                                                         |
| Richard M. Jones    | 48  | Senior Vice President and General Tax Counsel                                                   |
| Lawrence Liding     | 45  | Senior Vice President, Controller and Chief Accounting Officer                                  |
| Gil Schwartz        | 62  | Senior Executive Vice President and Chief Communications Officer                                |
| Angeline C. Straka  | 68  | Senior Vice President, Deputy General Counsel and Secretary                                     |
| Lawrence P. Tu      | 59  | Senior Executive Vice President and Chief Legal Officer                                         |

None of the executive officers of the Company is related to any other executive officer or director by blood, marriage or adoption except that Shari Redstone, Vice Chair of the Board of Directors of the Company, is the daughter of Sumner M. Redstone.

Mr. Redstone is the Company's Founder and has been Executive Chairman of the Board of the Company since January 1, 2006. He was Chairman of the Board of Former Viacom from 1987 until January 1, 2006 and served as Chief Executive Officer of Former Viacom from 1996 until January 1, 2006. Mr. Redstone has also served as Chairman of the Board of NAI since 1986 and Chief Executive Officer of NAI since 1967. He served as President of NAI from 1967 through 1999. Mr. Redstone served as the first Chairman of the Board of the National Association of Theatre Owners and is currently a member of its Executive Committee. Mr. Redstone has lectured at a variety of universities, including Harvard Law School, Boston University School of Law and Brandeis University. Mr. Redstone graduated from Harvard University in 1944 and received a LL.B. from Harvard University School of Law in 1947. Upon graduation, Mr. Redstone served as Law Secretary with the United States Court of Appeals and then as a Special Assistant to the United States Attorney General. Mr. Redstone served in the Military Intelligence Division during World War II. While a student at Harvard, he was selected to join a special intelligence group whose mission was to break Japan's high-level military and diplomatic codes. Mr. Redstone received, among other honors, two commendations from the Military Intelligence Division in recognition of his service, contribution and devotion to duty. He is also a recipient of the Army Commendation Award. Mr. Redstone also serves as Executive Chairman of the Board of Directors and Founder of Viacom Inc.

Mr. Moonves has been President and Chief Executive Officer and a Director of the Company since January 1, 2006. Previously, Mr. Moonves served as Co-President and Co-Chief Operating Officer of Former Viacom since June 2004. Prior to that, Mr. Moonves served as Chairman and Chief Executive Officer of CBS since 2003 and as its President and Chief Executive Officer since 1998. Mr. Moonves joined former CBS Corporation in 1995 as President, CBS Entertainment. Prior to that, Mr. Moonves was President of Warner Bros. Television since July 1993.

Mr. Ambrosio has been Senior Executive Vice President, Chief Administrative Officer and Chief Human Resources Officer of the Company since June 2013. Prior to that, Mr. Ambrosio served as

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Executive Vice President, Human Resources and Administration of the Company since January 1, 2006. Previously, he served as Co-Executive Vice President, Human Resources of Former Viacom since September 2005 and as Senior Vice President, Human Resources and Administration of the CBS, Infinity and Viacom Outdoor businesses since 2000. Prior to that, Mr. Ambrosio served as Vice President, Corporate Human Resources of the former CBS Corporation from 1999 to 2000, as Vice President, Benefits of the former CBS Corporation from 1995 to November 1999 and as Director, Personnel of the former CBS Corporation in 1995. He joined the former CBS Corporation in 1985 and held various positions in the human resources area since that time.

Mr. Ianniello has been Chief Operating Officer of the Company since June 2013. Prior to that, Mr. Ianniello served as Executive Vice President and Chief Financial Officer of the Company since August 2009. Previously, he served as Deputy Chief Financial Officer of the Company since November 2008, as Senior Vice President, Chief Development Officer and Treasurer of the Company since September 2007, as Senior Vice President, Finance and Treasurer of the Company since January 1, 2006, as Senior Vice President and Treasurer of Former Viacom since July 2005, as Vice President, Corporate Development of Former Viacom from 2000 to 2005.

Mr. Jones has been Senior Vice President and General Tax Counsel of the Company since January 1, 2006 and for Former Viacom in December 2005. Previously, he served as Vice President of Tax, Assistant Treasurer and Tax Counsel for NBC Universal, Inc. since 2003. Prior to that, he spent 13 years with Ernst & Young in their media & entertainment and transaction advisory services practices. Mr. Jones also served honorably as a non-commissioned officer in the U.S. Army's 75th Ranger Regiment.

Mr. Liding has been Senior Vice President, Controller and Chief Accounting Officer of the Company since October 2011. Previously, he served as Vice President, Deputy Controller of the Company since March 2010 and Vice President, Assistant Controller since January 1, 2006. Prior to that, Mr. Liding joined Former Viacom in 1995 and served as Vice President of Financial Reporting from 2002 through 2005.

Mr. Schwartz has been Senior Executive Vice President and Chief Communications Officer of the Company since June 2013. Prior to that, he served as Executive Vice President and Chief Communications Officer of the Company since January 1, 2006. Previously, he was Executive Vice President of CBS Communications Group, which served the Company's broadcast and local television, syndication, radio and outdoor operations, among others, from 2004 until January 1, 2006. He was Senior Vice President, Communications of CBS from 2000 to 2004, and Senior Vice President, Communications of the former CBS Corporation from 1996 to 2000. Mr. Schwartz served as Vice President, Corporate Communications of Westinghouse Broadcasting from 1995 to 1996. Prior to that, Mr. Schwartz served as Vice President, Communications for Westinghouse Broadcasting's Group W Television Stations from 1989 to 1995. Mr. Schwartz joined Westinghouse Broadcasting in 1981.

Ms. Straka has been Senior Vice President, Deputy General Counsel and Secretary of the Company since January 1, 2006. Prior to that, Ms. Straka served as Vice President and Associate General Counsel and Co-Head of the Corporate, Transactions and Securities practice group in the corporate law department of Former Viacom. Prior to joining the Former Viacom corporate law department in February 2001, Ms. Straka served as Senior Vice President, General Counsel and Secretary of Infinity Broadcasting Corporation, then a majority-owned public subsidiary of Former Viacom, from May 2000. Ms. Straka was Vice President, Deputy General Counsel and Secretary of the former CBS Corporation and its predecessor, Westinghouse Electric Corporation, since 1994 and up to the time of the May 2000 merger of Former Viacom and the former CBS Corporation.

Mr. Tu has been Senior Executive Vice President and Chief Legal Officer of the Company since January 1, 2014. Previously, Mr. Tu served as Senior Vice President, General Counsel and Secretary of Dell Inc. since July 2004. Prior to that, Mr. Tu served as Executive Vice President and General Counsel of NBC Universal since 2001. He was previously a partner with the law firm, O'Melveny & Myers LLP, and also served five years as managing partner of the firm's Hong Kong office. Mr. Tu's prior experience also includes serving as General Counsel Asia-Pacific for Goldman Sachs, attorney for the U.S. State Department, and law clerk for U.S. Supreme Court Justice Thurgood Marshall.

## Part II

**Item 5. Market for CBS Corporation's Common Equity, Related Stockholder Matters and Purchases of Equity Securities.**

CBS Corporation (the "Company" or "CBS Corp.") voting Class A Common Stock and CBS Corporation non-voting Class B Common Stock are listed and traded on the New York Stock Exchange ("NYSE") under the symbols "CBS.A" and "CBS", respectively.

The following table sets forth, for the calendar periods indicated, the per share range of high and low sales prices for CBS Corporation's Class A and Class B Common Stock, as reported on the NYSE.

|                         | Voting Class A<br>Common Stock |          | Non-Voting Class B<br>Common Stock |          |
|-------------------------|--------------------------------|----------|------------------------------------|----------|
|                         | High                           | Low      | High                               | Low      |
| <b>2013</b>             |                                |          |                                    |          |
| 1 <sup>st</sup> quarter | \$ 47.30                       | \$ 37.48 | \$ 47.42                           | \$ 37.43 |
| 2 <sup>nd</sup> quarter | \$ 52.34                       | \$ 43.84 | \$ 52.46                           | \$ 43.77 |
| 3 <sup>rd</sup> quarter | \$ 57.14                       | \$ 48.68 | \$ 57.47                           | \$ 48.45 |
| 4 <sup>th</sup> quarter | \$ 64.00                       | \$ 53.15 | \$ 64.06                           | \$ 53.01 |
| <b>2012</b>             |                                |          |                                    |          |
| 1 <sup>st</sup> quarter | \$ 34.26                       | \$ 27.82 | \$ 33.94                           | \$ 27.18 |
| 2 <sup>nd</sup> quarter | \$ 35.56                       | \$ 30.49 | \$ 35.00                           | \$ 29.81 |
| 3 <sup>rd</sup> quarter | \$ 38.46                       | \$ 30.55 | \$ 38.32                           | \$ 29.85 |
| 4 <sup>th</sup> quarter | \$ 38.02                       | \$ 32.39 | \$ 38.10                           | \$ 31.84 |

On January 29, 2014, the Company announced a quarterly cash dividend of \$.12 per share on its Class A and Class B Common Stock, payable on April 1, 2014. The Company declared a quarterly cash dividend on its Class A and Class B Common Stock during each of the four quarters of 2013 and 2012, resulting in total annual dividends of \$295 million for 2013 and \$287 million for 2012. CBS Corp. currently expects to continue to pay a regular cash dividend to its stockholders.

On November 4, 2010, the Company announced that its Board of Directors approved a \$1.5 billion share repurchase program. The Company subsequently announced that its Board of Directors approved increases to this share repurchase program of \$1.5 billion on November 3, 2011, \$1.7 billion on July 26, 2012 and \$5.1 billion on July 25, 2013. Below is a summary of CBS Corp.'s purchases of its Class B Common Stock during the three months ended December 31, 2013 under this publicly announced share repurchase program.

| (in millions, except per share amounts) |                   | Total<br>Number of<br>Shares<br>Purchased | Average<br>Price Per<br>Share | Shares Purchased<br>as Part of<br>Publicly Announced<br>Programs | Remaining<br>Authorization |
|-----------------------------------------|-------------------|-------------------------------------------|-------------------------------|------------------------------------------------------------------|----------------------------|
| October 1, 2013                         | October 31, 2013  | 1.7                                       | \$ 57.33                      | 1.7                                                              | \$ 5,694                   |
| November 1, 2013                        | November 30, 2013 | 1.5                                       | \$ 59.10                      | 1.5                                                              | \$ 5,607                   |
| December 1, 2013                        | December 31, 2013 | 2.9                                       | \$ 61.24                      | 2.9                                                              | \$ 5,431                   |
| Total                                   |                   | 6.1                                       | \$ 59.60                      | 6.1                                                              | \$ 5,431                   |

As of February 11, 2014, there were approximately 1,764 record holders of CBS Corp. Class A Common Stock and approximately 25,463 record holders of CBS Corp. Class B Common Stock.

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Information required by this item is also contained in the CBS Corp. Proxy Statement for the Company's 2014 Annual Meeting of Stockholders under the heading "Equity Compensation Plan Information," which information is incorporated herein by reference.

### Performance Graph

The following graph compares the cumulative total stockholder return on CBS Corp. Class A and Class B Common Stock with the cumulative total return on the companies listed in the Standard & Poor's 500 Stock Index ("S&P 500") and a Peer Group of companies identified below.

The performance graph assumes \$100 invested on December 31, 2008 in each of the Class A and Class B Common Stock of CBS Corp., the S&P 500 and the Peer Group identified below including reinvestment of dividends, through the calendar year ended December 31, 2013.

#### Total Cumulative Stockholder Return For Five-Year Period Ending December 31, 2013

| December 31,                   | 2008   | 2009   | 2010   | 2011   | 2012   | 2013   |
|--------------------------------|--------|--------|--------|--------|--------|--------|
| CBS Corp. Class A Common Stock | \$ 100 | \$ 176 | \$ 241 | \$ 356 | \$ 494 | \$ 836 |
| CBS Corp. Class B Common Stock | \$ 100 | \$ 177 | \$ 243 | \$ 351 | \$ 498 | \$ 842 |
| S&P 500                        | \$ 100 | \$ 126 | \$ 146 | \$ 149 | \$ 172 | \$ 228 |
| Peer Group <sup>(a)</sup>      | \$ 100 | \$ 140 | \$ 159 | \$ 172 | \$ 234 | \$ 355 |

(a)

The Peer Group consists of the following companies: The Walt Disney Company, Twenty-First Century Fox, Inc. (formerly known as News Corporation), Time Warner Inc., Cumulus Media Inc. and Clear Channel Outdoor Holdings, Inc.

**Item 6. Selected Financial Data.****CBS CORPORATION AND SUBSIDIARIES**  
**(In millions, except per share amounts)**

|                                                              | Year Ended December 31, <sup>(a)</sup> |           |           |           |                     |
|--------------------------------------------------------------|----------------------------------------|-----------|-----------|-----------|---------------------|
|                                                              | 2013                                   | 2012      | 2011      | 2010      | 2009 <sup>(b)</sup> |
| Revenues                                                     | \$ 15,284                              | \$ 14,089 | \$ 13,637 | \$ 13,466 | \$ 12,405           |
| Operating income                                             | \$ 3,259                               | \$ 2,983  | \$ 2,619  | \$ 1,929  | \$ 1,156            |
| Net earnings from continuing operations                      | \$ 1,873                               | \$ 1,634  | \$ 1,391  | \$ 822    | \$ 343              |
| Net earnings (loss) from discontinued operations, net of tax | \$ 6                                   | \$ (60)   | \$ (86)   | \$ (98)   | \$ (116)            |
| Net earnings                                                 | \$ 1,879                               | \$ 1,574  | \$ 1,305  | \$ 724    | \$ 227              |
| Basic net earnings (loss) per common share:                  |                                        |           |           |           |                     |
| Net earnings from continuing operations                      | \$ 3.08                                | \$ 2.55   | \$ 2.09   | \$ 1.21   | \$ .51              |
| Net earnings (loss) from discontinued operations             | \$ .01                                 | \$ (.09)  | \$ (.13)  | \$ (.14)  | \$ (.17)            |
| Net earnings                                                 | \$ 3.09                                | \$ 2.45   | \$ 1.97   | \$ 1.07   | \$ .34              |
| Diluted net earnings (loss) per common share:                |                                        |           |           |           |                     |
| Net earnings from continuing operations                      | \$ 3.00                                | \$ 2.48   | \$ 2.04   | \$ 1.18   | \$ .50              |
| Net earnings (loss) from discontinued operations             | \$ .01                                 | \$ (.09)  | \$ (.13)  | \$ (.14)  | \$ (.17)            |
| Net earnings                                                 | \$ 3.01                                | \$ 2.39   | \$ 1.92   | \$ 1.04   | \$ .33              |
| Dividends per common share                                   | \$ .48                                 | \$ .44    | \$ .35    | \$ .20    | \$ .20              |
| At Year End:                                                 |                                        |           |           |           |                     |
| Total assets:                                                |                                        |           |           |           |                     |
| Continuing operations                                        | \$ 26,269                              | \$ 25,988 | \$ 25,695 | \$ 25,614 | \$ 26,350           |
| Discontinued operations                                      | 118                                    | 478       | 525       | 550       | 618                 |
| Total assets                                                 | \$ 26,387                              | \$ 26,466 | \$ 26,220 | \$ 26,164 | \$ 26,968           |
| Total debt:                                                  |                                        |           |           |           |                     |
| Continuing operations                                        | \$ 6,436                               | \$ 5,922  | \$ 5,982  | \$ 6,000  | \$ 6,997            |
| Discontinued operations                                      | 13                                     | 13        | 21        | 21        | 21                  |
| Total debt                                                   | \$ 6,449                               | \$ 5,935  | \$ 6,003  | \$ 6,021  | \$ 7,018            |
| Total Stockholders' Equity                                   | \$ 9,966                               | \$ 10,213 | \$ 9,908  | \$ 9,821  | \$ 9,019            |

(a)

On September 30, 2013, CBS Corporation (the "Company" or "CBS Corp.") completed the sale of its outdoor advertising business in Europe, which included an interest in an outdoor business in Asia ("Outdoor Europe") for \$225 million. Outdoor Europe has been presented as a discontinued operation in the Company's consolidated financial statements for all periods presented.

(b)

In 2009, the Company recorded noncash impairment charges of \$210 million (\$131 million, net of tax), or \$.19 per diluted share, to reduce the carrying value of FCC licenses in certain radio markets and to reduce the carrying value of the allocated goodwill in connection with the sale of certain radio stations.

**Item 7. Management's Discussion and Analysis of Results of Operations and Financial Condition.**  
(Tabular dollars in millions, except per share amounts)

Management's discussion and analysis of the results of operations and financial condition of CBS Corporation (together with its consolidated subsidiaries, unless the context otherwise requires, the "Company" or "CBS Corp.") should be read in conjunction with the consolidated financial statements and related notes. Descriptions of all documents incorporated by reference herein or included as exhibits hereto are qualified in their entirety by reference to the full text of such documents so incorporated or included. Please see Item 1A. "Risk Factors" in Part I of this report for the Cautionary Statement Concerning Forward-Looking Statements.

**Overview**

The Company operates businesses which span the media and entertainment industries, including the CBS Television Network, cable program services, television content production and distribution, motion pictures, consumer publishing, television and radio stations, interactive media, and outdoor advertising. The Company's principal strategy is to create and acquire content that is widely accepted by audiences and generate both advertising and non-advertising revenues from the distribution of this content on multiple media platforms and to various geographic locations. The Company also continues to pursue opportunities to grow its revenue streams, including licensing its content for exhibition on digital and other platforms; expanding the distribution of its content internationally; securing compensation from multichannel video programming distributors ("MVPDs") and television stations affiliated with the CBS Television Network; and increasingly monetizing content viewership and ratings as industry measurements evolve to reflect changing viewership habits. The Company's continued ability to capitalize on these and other emerging opportunities will provide it with incremental advertising and non-advertising revenues and serves to de-risk and diversify the Company's business model.

For 2013, the Company reported its highest results across all key financial metrics, including revenues, operating income and diluted earnings per share ("EPS") from continuing operations, since becoming a separate publicly traded company in January 2006. Diluted EPS from continuing operations of \$3.00 increased \$.52, or 21%, from \$2.48 for the same prior-year period, principally reflecting 8% higher revenues, 9% higher operating income and lower weighted average shares outstanding due to the Company's ongoing share repurchases. The revenue growth reflects increases across all of the Company's revenue streams. Advertising revenues increased 4%, principally driven by growth at the CBS Television Network, including the benefit from the 2013 broadcast of *Super Bowl XLVII*. This growth was partially offset by a decline at Local Broadcasting resulting from lower political advertising sales. Content licensing and distribution revenues increased 15%, led by growth from domestic and international licensing of television and cable programming for digital streaming and syndication. Affiliate and subscription fee revenues increased 16%, reflecting growth from cable affiliate fees, retransmission revenues, fees received from the CBS Television Network's affiliated television stations, as well as the benefit of Showtime Networks' distribution of two Floyd Mayweather pay-per-view boxing events. Operating income growth was driven by the increase in revenues which was partially offset by higher sports programming costs and increased investment in television content.

For 2014, the Company expects to benefit from continued growth in revenues received from MVPDs and television stations affiliated with the CBS Television Network as well as incremental political advertising sales associated with mid-term elections. Advertising revenue comparisons in 2014 will be negatively impacted by the Super Bowl broadcast on the CBS Television Network in the first quarter of 2013 as well as the broadcast of fewer *NCAA Division I Men's Basketball Championship* ("NCAA Tournament") games on the CBS Television Network in 2014. The Company's overall financial performance will be impacted by many other factors, including, the health of the economy and audience acceptance of the Company's programming.

During 2013, the Company returned \$2.50 billion to shareholders through repurchases of its stock and payment of dividends. The Company repurchased 45.8 million shares of its Class B Common stock during 2013 at an average price of \$48.03 per share. For 2014, the Company expects to continue to return value to shareholders through share repurchases and dividends.

**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)**  
(Tabular dollars in millions, except per share amounts)

The Company generated operating cash flow from continuing operations of \$2.04 billion in 2013 and \$1.82 billion in 2012. Included in operating cash flows are contributions of \$150 million in 2013 and \$200 million in 2012 to pre-fund the Company's qualified pension plans. Free cash flow for 2013 of \$1.77 billion increased \$209 million compared to \$1.57 billion for 2012. Free cash flow is a non-GAAP financial measure. See "Reconciliation of Non-GAAP Financial Information" on pages II-12 and II-13 for a reconciliation of net cash flow provided by (used for) operating activities, the most directly comparable financial measure in accordance with accounting principles generally accepted in the United States ("GAAP"), to free cash flow.

During 2013, the Company completed the sale of Outdoor Europe for \$225 million and announced its intention to separate its Outdoor Americas business and, subject to receiving an Internal Revenue Service ("IRS") ruling, convert this business into a real estate investment trust ("REIT") ("Outdoor Americas Initiatives"). Subject to market conditions and customary approvals, CBS Outdoor Americas Inc., a subsidiary of the Company which holds the Outdoor Americas business ("CBS Outdoor Americas Inc."), expects to sell up to 20% of its common stock through an initial public offering ("IPO") during the first quarter of 2014. At a time subsequent to the IPO, the Company intends to dispose of the remaining shares of CBS Outdoor Americas Inc. that it will own after the completion of the IPO.

During January 2014, in connection with the Outdoor Americas Initiatives, Outdoor Americas borrowed \$1.60 billion through an \$800 million senior secured term loan credit facility ("Term Loan") and the issuance of \$800 million of senior notes. The debt proceeds will primarily be used by the Company to repurchase shares of CBS Corp. Class B Common Stock through a \$1.5 billion accelerated share repurchase ("ASR") transaction, with \$50 million retained by Outdoor Americas for its corporate purposes and ongoing cash needs.

CBS Corp. operates in the following five segments:

**ENTERTAINMENT:** The Entertainment segment consists of the *CBS Television Network*, *CBS Television Studios*, *CBS Global Distribution Group*, *CBS Films* and *CBS Interactive*. Entertainment revenues are generated primarily from advertising sales, the licensing and distribution of its content, and affiliate and subscription fees. The Entertainment segment contributed 57% to consolidated revenues in 2013 and 55% to consolidated revenues in each of 2012 and 2011, and 49%, 46% and 47% to consolidated operating income in 2013, 2012 and 2011, respectively.

**CABLE NETWORKS:** The Cable Networks segment consists of *Showtime Networks*, *CBS Sports Network* and *Smithsonian Networks*. Cable Networks revenues are generated primarily from affiliate fees, and the licensing and distribution of its content. The Cable Networks segment contributed 14%, 13% and 12% to consolidated revenues in 2013, 2012 and 2011, respectively, and 27% to consolidated operating income in 2013 and 26% to consolidated operating income in each of 2012 and 2011.

**PUBLISHING:** The Publishing segment consists of *Simon & Schuster's* consumer book publishing business with imprints such as *Simon & Schuster*, *Pocket Books*, *Scribner* and *Free Press*. Publishing generates revenues from the distribution of consumer books in print, digital and audio formats. The Publishing segment contributed 5% to consolidated revenues in 2013 and 6% to consolidated revenues in each of 2012 and 2011, and 3% to consolidated operating income in each of 2013, 2012 and 2011.

**LOCAL BROADCASTING:** The Local Broadcasting segment consists of *CBS Television Stations* and *CBS Radio*, with revenues generated primarily from advertising sales. The Local Broadcasting segment contributed 18% to consolidated revenues in 2013 and 20% to consolidated revenues in each of 2012 and 2011, and 25%, 28% and 29% to consolidated operating income in 2013, 2012 and 2011, respectively.

**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)**  
(Tabular dollars in millions, except per share amounts)

**OUTDOOR AMERICAS:** The Outdoor Americas segment generates revenues primarily from providing advertising space on various structures in the United States, Canada and Latin America, including billboards, transit shelters and benches, buses, rail systems (both in-car and structures on station platforms and terminals), mall kiosks, stadium signage, and in retail stores. The Outdoor Americas segment contributed 9% to consolidated revenues in each of 2013, 2012 and 2011, and 7% to consolidated operating income in each of 2013 and 2012, and 8% to consolidated operating income in 2011.

**Consolidated Results of Operations 2013 vs. 2012 and 2012 vs. 2011**

*Revenues*

The following tables present the Company's consolidated revenues by type for each of the years ended December 31, 2013, 2012 and 2011.

| Revenues by Type<br>Year Ended December 31, | Increase/(Decrease) |                  |                 |           | Increase/(Decrease) |               |           |
|---------------------------------------------|---------------------|------------------|-----------------|-----------|---------------------|---------------|-----------|
|                                             | 2013                | 2012             | 2013 vs. 2012   |           | 2011                | 2012 vs. 2011 |           |
| Advertising                                 | \$ 8,803            | \$ 8,459         | \$ 344          | 4%        | \$ 8,399            | \$ 60         | 1%        |
| Content licensing and distribution          | 3,997               | 3,468            | 529             | 15        | 3,236               | 232           | 7         |
| Affiliate and subscription fees             | 2,221               | 1,921            | 300             | 16        | 1,762               | 159           | 9         |
| Other                                       | 263                 | 241              | 22              | 9         | 240                 | 1             |           |
| <b>Total Revenues</b>                       | <b>\$ 15,284</b>    | <b>\$ 14,089</b> | <b>\$ 1,195</b> | <b>8%</b> | <b>\$ 13,637</b>    | <b>\$ 452</b> | <b>3%</b> |

| Percentage of Revenues by Type     | Year Ended December 31, |             |             |
|------------------------------------|-------------------------|-------------|-------------|
|                                    | 2013                    | 2012        | 2011        |
| Advertising                        | 58%                     | 60%         | 61%         |
| Content licensing and distribution | 26                      | 24          | 24          |
| Affiliate and subscription fees    | 14                      | 14          | 13          |
| Other                              | 2                       | 2           | 2           |
| <b>Total</b>                       | <b>100%</b>             | <b>100%</b> | <b>100%</b> |

Advertising sales increased 4% to \$8.80 billion in 2013 from \$8.46 billion in 2012. This growth was principally driven by a 10% increase at the CBS Television Network, reflecting higher revenues from sports, including the 2013 broadcast of the Super Bowl, which is broadcast on the CBS Television Network once every three years, as well as increases in primetime. Advertising revenue growth also reflects an 18% increase at CBS Interactive. These increases were partially offset by a decline in Local Broadcasting advertising of 4%, reflecting lower political advertising revenues.

In 2012, advertising sales increased 1% to \$8.46 billion from \$8.40 billion in 2011 reflecting growth at Local Broadcasting resulting from increased political advertising spending associated with the U.S. presidential election. Network advertising revenues increased slightly reflecting higher pricing, partially offset by lower ratings during the second half of 2012.

In 2014, local advertising revenues are expected to benefit from increased political advertising spending for midterm elections. For national advertising, revenues in 2014 will benefit from upfront pricing increases for the 2013/2014 television broadcast season. (See pages I-2 and I-3 for a description of advertising sales in the upfront and scatter markets). In addition, 2014 advertising revenue comparisons will be negatively impacted by the broadcast of the Super Bowl on the CBS Television Network in the first



**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)**  
(Tabular dollars in millions, except per share amounts)

quarter of 2013 as well as the broadcast of fewer NCAA Tournament games on the CBS Television Network in 2014. In 2014, two regional final games and the national semifinals of the NCAA Tournament, which were previously broadcast by CBS, will be broadcast by Turner Broadcasting System, Inc. ("Turner"). Overall advertising revenues will also be impacted by ratings for the Company's programming and market conditions, including demand in the scatter advertising market.

Content licensing and distribution revenues are principally comprised of fees from the licensing of internally produced television programming to multiple media platforms and in various geographic locations; fees from the distribution of third party programming; and revenues from the publishing and distribution of consumer books. For 2013, content licensing and distribution revenues increased 15% to \$4.00 billion from \$3.47 billion in 2012 and for 2012, content licensing and distribution revenues increased 7% from \$3.24 billion in 2011. These increases reflected growth from domestic and international licensing of programming for syndication and digital streaming. For 2013, revenue contributions from significant domestic syndication availabilities included the first-cycle sales of *NCIS: Los Angeles* and *The Good Wife*. (See page I-3 for more information about television syndication cycles).

During 2014, content licensing and distribution revenues are expected to benefit from the first-cycle domestic syndication availabilities of *Hawaii Five-0* and *Blue Bloods*; however, revenue comparisons to 2013 may be impacted by fluctuations resulting from the timing of the availability of television series for multiple year licensing agreements, as television license fee revenues are recognized at the beginning of the license period in which programs are made available for exhibition.

Affiliate and subscription fees are principally comprised of revenues received from MVPDs for carriage of the Company's cable networks, as well as for authorizing the MVPDs' carriage of the Company's owned television stations ("retransmission fees"); fees received from television stations affiliated with the CBS Television Network (known as "network affiliation fees" or "reverse compensation"); and subscriber fees for online content. For 2013, affiliate and subscription fees increased 16% to \$2.22 billion from \$1.92 billion in 2012 and for 2012, affiliate and subscription fees increased 9% from \$1.76 billion in 2011. These increases reflected growth in retransmission revenues and network affiliation fees of 39% for 2013 and 42% for 2012; as well as increases in Cable Networks affiliate fees. The increase in Cable Networks affiliate fees reflected growth in subscriptions and rate increases at Showtime Networks, CBS Sports Network and Smithsonian Networks. For 2013, the increase was also driven by revenues from Showtime Networks' distribution of two Floyd Mayweather pay-per-view boxing events. The Company expects continued growth in retransmission revenues, network affiliation fees and cable affiliate fees in 2014, however, quarterly comparisons will fluctuate based on the timing of pay-per-view boxing events.

Other revenues, which include ancillary fees for Entertainment, Cable Networks, Local Broadcasting and Outdoor Americas operations, increased 9% to \$263 million in 2013 from \$241 million in 2012, principally reflecting higher ancillary digital revenues. For 2012, other revenues of \$241 million remained relatively flat compared to \$240 million in 2011.

**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)**  
(Tabular dollars in millions, except per share amounts)

*International Revenues*

International revenues primarily consist of television licensing revenues, as well as outdoor advertising revenues generated in Canada, Mexico and South America. The Company generated approximately 13% of its total revenues from international regions in 2013 and 12% in each of 2012 and 2011.

| Year Ended December 31,             | 2013            | % of<br>International | 2012            | % of<br>International | 2011            | % of<br>International |
|-------------------------------------|-----------------|-----------------------|-----------------|-----------------------|-----------------|-----------------------|
| United Kingdom                      | \$ 359          | 18%                   | \$ 245          | 14%                   | \$ 202          | 13%                   |
| Other Europe                        | 607             | 31                    | 498             | 29                    | 480             | 30                    |
| Canada                              | 355             | 18                    | 359             | 21                    | 371             | 23                    |
| Asia                                | 225             | 11                    | 198             | 11                    | 151             | 10                    |
| Other                               | 445             | 22                    | 431             | 25                    | 378             | 24                    |
| <b>Total International Revenues</b> | <b>\$ 1,991</b> | <b>100%</b>           | <b>\$ 1,731</b> | <b>100%</b>           | <b>\$ 1,582</b> | <b>100%</b>           |

*Operating Expenses*

The table below presents the Company's consolidated operating expenses by type for each of the years ended December 31, 2013, 2012 and 2011.

| Operating Expenses by Type<br>Year Ended December 31, | 2013            | 2012            | Increase/(Decrease)<br>2013 vs. 2012 |            | 2011            | Increase/(Decrease)<br>2012 vs. 2011 |           |
|-------------------------------------------------------|-----------------|-----------------|--------------------------------------|------------|-----------------|--------------------------------------|-----------|
| Programming                                           | \$ 3,047        | \$ 2,621        | \$ 426                               | 16%        | \$ 2,563        | \$ 58                                | 2%        |
| Production                                            | 2,491           | 2,149           | 342                                  | 16         | 2,096           | 53                                   | 3         |
| Billboard, transit and other occupancy                | 643             | 648             | (5)                                  | (1)        | 637             | 11                                   | 2         |
| Participation, distribution and royalty               | 1,112           | 1,004           | 108                                  | 11         | 1,065           | (61)                                 | (6)       |
| Other                                                 | 1,520           | 1,545           | (25)                                 | (2)        | 1,521           | 24                                   | 2         |
| <b>Total Operating Expenses</b>                       | <b>\$ 8,813</b> | <b>\$ 7,967</b> | <b>\$ 846</b>                        | <b>11%</b> | <b>\$ 7,882</b> | <b>\$ 85</b>                         | <b>1%</b> |

Programming expenses represented 35% of total operating expenses for 2013 and 33% for each of the years 2012 and 2011, and reflect the amortization of acquired rights of programs exhibited on the broadcast and cable networks, and television and radio stations. Programming expenses increased 16% to \$3.05 billion in 2013 from \$2.62 billion in 2012 primarily reflecting higher sports programming costs associated with the CBS Television Network's 2013 broadcast of the Super Bowl and Showtime Networks' distribution of two pay-per-view boxing events, as well as higher investment in acquired television programming. For 2012, programming expenses increased 2% to \$2.62 billion from \$2.56 billion in 2011 primarily driven by higher investment in acquired television programming.

Sports programming expenses in the first quarter of 2014 are expected to be lower compared to the first quarter of 2013 which included costs associated with the Super Bowl broadcast on the CBS Television Network. In addition, during the first half of 2014, sports programming costs will be lower due to the broadcast of fewer NCAA Tournament games on CBS. For the full year 2014, these decreases will be partially offset by cost increases beginning in the third quarter of 2014 associated with the Company's new agreement with the National Football League ("NFL") as well as the addition of a Thursday night NFL game on CBS for eight weeks.

**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)**  
(Tabular dollars in millions, except per share amounts)

Production expenses represented 28% of total operating expenses for 2013 and 27% for each of the years 2012 and 2011, and reflect the amortization of direct costs of internally developed television and theatrical film content, as well as television and radio costs, including on-air talent and other production costs. Production expenses increased 16% to \$2.49 billion in 2013 from \$2.15 billion in 2012 primarily driven by increased revenues from the first-cycle domestic availabilities of *NCIS: Los Angeles* and *The Good Wife*, as well as higher investment in internally developed television programming. For 2012, production expenses increased 3% to \$2.15 billion from \$2.10 billion in 2011 primarily driven by higher amortization associated with increased revenues from television licensing arrangements.

Billboard, transit and other occupancy expenses represented 7% of total operating expenses for 2013 and 8% for each of the years 2012 and 2011, and reflect lease and franchise costs associated with billboards, transit and other outdoor advertising displays; rent expense on production facilities; and other occupancy costs. For 2013, billboard, transit and other occupancy expenses decreased 1% to \$643 million from \$648 million in 2012, principally due to lower transit costs associated with the renewal of a transit contract at more favorable terms and the impact from a billboard tax imposed on the outdoor advertising industry in Toronto, which included a one-time retroactive payment in 2012. These decreases were partially offset by higher contingent rent expenses associated with the increase in outdoor advertising revenues. For 2012, billboard, transit and other occupancy expenses increased 2% to \$648 million from \$637 million in 2011, principally due to the aforementioned impact of the Toronto billboard tax, partially offset by lower occupancy expenses from the impact of cost-savings initiatives.

Participation, distribution and royalty costs, which represented 13% of total operating expenses in each of the years 2013 and 2012, and 14% in 2011, primarily include participation and residual expenses for television programming, royalty costs for Publishing content and other distribution expenses incurred with respect to television and feature film content, such as print and advertising. Participation, distribution and royalty costs increased 11% to \$1.11 billion in 2013 from \$1.00 billion in 2012, principally due to higher participations associated with higher revenues from the licensing of television programming. For 2012, participation, distribution and royalty costs decreased 6% to \$1.00 billion from \$1.07 billion in 2011, principally due to lower participations associated with the mix of titles licensed for syndication.

Other operating expenses, which represented 17% of total operating expenses in 2013 and 19% for each of the years 2012 and 2011, primarily include compensation and costs associated with book sales, including printing and warehousing. For 2013, other operating expenses decreased 2% to \$1.52 billion from \$1.55 billion in 2012. For 2012, other operating expenses increased 2% to \$1.55 billion from \$1.52 billion in 2011 reflecting higher employee-related costs mainly to support growth in digital businesses.

*Selling, General and Administrative Expenses*

Selling, general and administrative ("SG&A") expenses, which include expenses incurred for selling and marketing costs, occupancy and back office support, represented 18% of revenues for 2013, and 19% for each of the years 2012 and 2011. For 2013, SG&A expenses increased \$101 million, or 4%, to \$2.74 billion from \$2.63 billion in 2012 reflecting higher employee-related costs, mainly associated with \$76 million higher stock-based compensation primarily from the increase in the Company's stock price; increased selling expenses associated with higher revenues; and professional fees related to the Company's Outdoor Americas Initiatives. These increases were partially offset by a 2012 charge related to a Publishing legal settlement and a gain from the sale of outdoor advertising assets.

**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)**  
(Tabular dollars in millions, except per share amounts)

For 2012, SG&A expenses increased \$36 million, or 1%, to \$2.63 billion from \$2.60 billion in 2011 principally due to a charge related to a Publishing legal settlement, and higher advertising and promotion expenses.

*Restructuring Charges*

During the year ended December 31, 2013, in a continued effort to reduce its cost structure, the Company initiated restructuring plans across several of its businesses, primarily for the reorganization or closure of certain business operations. As a result, the Company recorded restructuring charges of \$20 million, reflecting \$14 million of severance costs and \$6 million of costs associated with exiting contractual obligations. During the years ended December 31, 2012 and 2011, the Company recorded restructuring charges of \$19 million and \$43 million, respectively. The charges reflected \$22 million of severance costs and \$40 million of costs associated with exiting contractual obligations. As of December 31, 2013, the cumulative amount paid for the 2013, 2012 and 2011 restructuring charges was \$57 million, of which \$23 million was for the severance costs and \$34 million related to costs associated with exiting contractual obligations. The 2012 and 2011 restructuring reserves were substantially utilized at December 31, 2013. The Company expects to substantially utilize the 2013 restructuring reserve by the end of 2014.

|                    | Balance at<br>December 31, 2012 | 2013<br>Charges | 2013<br>Payments | Balance at<br>December 31, 2013 |
|--------------------|---------------------------------|-----------------|------------------|---------------------------------|
| Entertainment      | \$ 25                           | \$ 12           | \$ (23)          | \$ 14                           |
| Cable Networks     |                                 | 1               |                  | 1                               |
| Publishing         | 2                               | 1               | (2)              | 1                               |
| Local Broadcasting | 7                               | 5               | (4)              | 8                               |
| Corporate          | 1                               | 1               | (1)              | 1                               |
| <b>Total</b>       | <b>\$ 35</b>                    | <b>\$ 20</b>    | <b>\$ (30)</b>   | <b>\$ 25</b>                    |

|                    | Balance at<br>December 31, 2011 | 2012<br>Charges | 2012<br>Payments | Balance at<br>December 31, 2012 |
|--------------------|---------------------------------|-----------------|------------------|---------------------------------|
| Entertainment      | \$ 40                           | \$ 7            | \$ (22)          | \$ 25                           |
| Publishing         | 1                               | 3               | (2)              | 2                               |
| Local Broadcasting |                                 | 8               | (1)              | 7                               |
| Outdoor Americas   | 1                               |                 | (1)              |                                 |
| Corporate          |                                 | 1               |                  | 1                               |
| <b>Total</b>       | <b>\$ 42</b>                    | <b>\$ 19</b>    | <b>\$ (26)</b>   | <b>\$ 35</b>                    |

*Impairment Charges*

In 2012, in connection with the sale of its five owned radio stations in West Palm Beach, the Company recorded a pre-tax noncash impairment charge of \$11 million to reduce the carrying value of the allocated goodwill.

*Depreciation and Amortization*

Depreciation and amortization decreased \$18 million, or 4%, to \$457 million for 2013 from \$475 million for 2012, principally reflecting lower depreciation associated with declining capital expenditure levels in recent years and lower amortization resulting from certain intangible assets becoming fully amortized. For 2012, depreciation and amortization decreased \$20 million, or 4%, to \$475 million from \$495 million for 2011, primarily reflecting lower amortization for leasehold agreements.



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### Management's Discussion and Analysis of Results of Operations and Financial Condition (Continued) (Tabular dollars in millions, except per share amounts)

#### *Interest Expense*

Interest expense decreased \$26 million, or 6%, to \$376 million for 2013 from \$402 million for 2012 and for 2012, interest expense decreased \$33 million, or 8% from \$435 million for 2011, in both cases driven by the Company's debt refinancing during 2012. The Company had \$5.96 billion of long term debt outstanding at December 31, 2013 and \$5.92 billion at December 31, 2012, each at a weighted average interest rate of 6.0%. At December 31, 2013, the Company also had \$475 million of commercial paper borrowings outstanding at a weighted average interest rate of 0.3%.

In January 2014, in connection with the Outdoor Americas Initiatives, Outdoor Americas borrowed \$1.60 billion through an \$800 million variable-rate Term Loan and the issuance of \$800 million of fixed-rate senior notes. The debt is expected to result in annualized interest expense of approximately \$72 million (based on the initial interest rate on the Term Loan of 3%).

#### *Interest Income*

Interest income increased \$2 million to \$8 million for 2013 from \$6 million for 2012. For 2012, interest income was flat at \$6 million compared to 2011.

#### *Net Loss on Early Extinguishment of Debt*

For 2012, the net loss on early extinguishment of debt of \$32 million reflected a pre-tax loss associated with the redemption of the Company's \$338 million of 5.625% senior notes due 2012 and \$400 million of 8.20% senior notes due 2014, partially offset by the pre-tax gain recognized upon the redemption of the Company's \$700 million of 6.75% senior notes due 2056 (See Note 8 to the consolidated financial statements).

#### *Other Items, Net*

For all periods presented, "Other items, net" primarily consisted of foreign exchange gains and losses.

#### *Provision for Income Taxes*

The provision for income taxes represents federal, state and local, and foreign income taxes on earnings from continuing operations before income taxes and equity in loss of investee companies. For 2013, the provision for income taxes increased to \$978 million from \$892 million in 2012 and for 2012, the provision for income taxes increased from \$751 million in 2011. These increases were mainly driven by the increase in earnings from continuing operations. The Company's effective income tax rate was 34% in 2013, 35% in 2012 and 34% in 2011. For 2014, the Company's annual effective tax rate is expected to be comparable to the prior three years.

#### *Equity in Loss of Investee Companies, Net of Tax*

Equity in loss of investee companies, net of tax, was \$46 million for 2013, \$35 million for 2012 and \$37 million for 2011 reflecting the Company's share of the operating results of its equity investments.

#### *Net Earnings from Continuing Operations*

The Company reported net earnings from continuing operations of \$1.87 billion for 2013, \$1.63 billion for 2012 and \$1.39 billion for 2011.

**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)**  
(Tabular dollars in millions, except per share amounts)

*Net Earnings (Loss) from Discontinued Operations*

On September 30, 2013, the Company completed the sale of Outdoor Europe for \$225 million. Outdoor Europe has been presented as a discontinued operation in the Company's consolidated financial statements for all periods presented. Included in the loss from discontinued operations of \$147 million for 2013 is an after-tax charge of \$110 million associated with exiting an unprofitable contractual arrangement and the estimated fair value of guarantees, which historically have been intercompany but upon the closing of the transaction became third-party guarantees (See Note 14 to the consolidated financial statements).

The following table sets forth details of the net earnings (loss) from discontinued operations for the years ended December 31, 2013, 2012 and 2011.

| Year Ended December 31,                                      | 2013     | 2012    | 2011    |
|--------------------------------------------------------------|----------|---------|---------|
| Revenues from discontinued operations                        | \$ 401   | \$ 588  | \$ 608  |
| Loss from discontinued operations                            | \$ (247) | \$ (78) | \$ (73) |
| Income tax benefit (provision)                               | 100      | 18      | (13)    |
| Loss from discontinued operations, net of tax                | (147)    | (60)    | (86)    |
| Gain on disposal                                             | 159      |         |         |
| Income tax provision                                         | (6)      |         |         |
| Gain on disposal, net of tax                                 | 153      |         |         |
| Net earnings (loss) from discontinued operations, net of tax | \$ 6     | \$ (60) | \$ (86) |

*Net Earnings and Diluted EPS*

For 2013, net earnings were \$1.88 billion, or \$3.01 per diluted share, up from \$1.57 billion, or \$2.39 per diluted share in 2012, and for 2012, net earnings increased from \$1.31 billion, or \$1.92 per diluted share in 2011. These increases were mainly driven by the growth in operating income and a decline in interest expense. The increase in diluted EPS also reflected lower weighted average shares outstanding as a result of the Company's ongoing share repurchase program.

**Reconciliation of Non-GAAP Financial Information**

Free cash flow is a non-GAAP financial measure. Free cash flow reflects the Company's net cash flow provided by (used for) operating activities before operating cash flow from discontinued operations and less capital expenditures. The Company's calculation of free cash flow includes capital expenditures because investment in capital expenditures is a use of cash that is directly related to the Company's operations. The Company's net cash flow provided by (used for) operating activities is the most directly comparable GAAP financial measure.

Management believes free cash flow provides investors with an important perspective on the cash available to the Company to service debt, make strategic acquisitions and investments, maintain its capital assets, satisfy its tax obligations, and fund ongoing operations and working capital needs. As a result, free cash flow is a significant measure of the Company's ability to generate long-term value. It is useful for investors to know whether this ability is being enhanced or degraded as a result of the Company's operating performance. The Company believes the presentation of free cash flow is relevant and useful for investors because it allows investors to evaluate the cash generated from the Company's underlying operations in a manner similar to the method used by management. Free cash flow is one of several

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components of incentive compensation targets for certain management personnel. In addition, free cash flow is a primary measure used externally by the Company's investors, analysts and industry peers for purposes of valuation and comparison of the Company's operating performance to other companies in its industry.

As free cash flow is not a measure calculated in accordance with GAAP, free cash flow should not be considered in isolation of, or as a substitute for, either net cash flow provided by (used for) operating activities as a measure of liquidity or net earnings (loss) as a measure of operating performance. Free cash flow, as the Company calculates it, may not be comparable to similarly titled measures employed by other companies. In addition, free cash flow as a measure of liquidity has certain limitations, does not necessarily represent funds available for discretionary use, and is not necessarily a measure of the Company's ability to fund its cash needs. When comparing free cash flow to net cash flow provided by (used for) operating activities, the most directly comparable GAAP financial measure, users of this financial information should consider the types of events and transactions that are not reflected in free cash flow.

The following table presents a reconciliation of the Company's net cash flow provided by operating activities to free cash flow.

| Year Ended December 31,                                                          | 2013            | 2012            | 2011            |
|----------------------------------------------------------------------------------|-----------------|-----------------|-----------------|
| Net cash flow provided by operating activities                                   | \$ 1,873        | \$ 1,815        | \$ 1,749        |
| Capital expenditures                                                             | (270)           | (254)           | (245)           |
| Exclude net cash flow used for operating activities from discontinued operations | (171)           | (4)             | (83)            |
| <b>Free cash flow</b>                                                            | <b>\$ 1,774</b> | <b>\$ 1,565</b> | <b>\$ 1,587</b> |

**Segment Results of Operations For the Years Ended December 31, 2013, 2012 and 2011**

The following tables present the Company's revenues; operating income (loss) before depreciation and amortization ("OIBDA"), restructuring charges and impairment charges ("Segment OIBDA"); operating income (loss); and depreciation and amortization by segment, for each of the years ended December 31, 2013, 2012 and 2011. The Company presents Segment OIBDA as the primary measure of profit and loss for its operating segments in accordance with Financial Accounting Standards Board ("FASB") guidance for segment reporting. The Company believes the presentation of Segment OIBDA is relevant and useful for investors because it allows investors to view segment performance in a manner similar to the primary method used by the Company's management and enhances their ability to understand the Company's operating performance. The reconciliation of Segment OIBDA to the Company's consolidated Net earnings (loss) is presented in Note 15 (Reportable Segments) to the consolidated financial statements.

| Year Ended December 31, | 2013             | 2012             | 2011             |
|-------------------------|------------------|------------------|------------------|
| <b>Revenues:</b>        |                  |                  |                  |
| Entertainment           | \$ 8,645         | \$ 7,694         | \$ 7,457         |
| Cable Networks          | 2,069            | 1,772            | 1,621            |
| Publishing              | 809              | 790              | 787              |
| Local Broadcasting      | 2,696            | 2,774            | 2,689            |
| Outdoor Americas        | 1,304            | 1,296            | 1,286            |
| Eliminations            | (239)            | (237)            | (203)            |
| <b>Total Revenues</b>   | <b>\$ 15,284</b> | <b>\$ 14,089</b> | <b>\$ 13,637</b> |

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| Year Ended December 31,                    | 2013            | 2012            | 2011            |
|--------------------------------------------|-----------------|-----------------|-----------------|
| <b>Segment OIBDA:</b>                      |                 |                 |                 |
| Entertainment                              | \$ 1,758        | \$ 1,549        | \$ 1,431        |
| Cable Networks                             | 898             | 811             | 707             |
| Publishing                                 | 113             | 89              | 92              |
| Local Broadcasting                         | 898             | 957             | 849             |
| Outdoor Americas                           | 411             | 378             | 380             |
| Corporate                                  | (342)           | (296)           | (302)           |
| <b>Total Segment OIBDA</b>                 | <b>3,736</b>    | <b>3,488</b>    | <b>3,157</b>    |
| Restructuring charges                      | (20)            | (19)            | (43)            |
| Impairment charges                         |                 | (11)            |                 |
| Depreciation and amortization              | (457)           | (475)           | (495)           |
| <b>Total Operating Income</b>              | <b>\$ 3,259</b> | <b>\$ 2,983</b> | <b>\$ 2,619</b> |
| <b>Operating Income (Loss):</b>            |                 |                 |                 |
| Entertainment                              | \$ 1,593        | \$ 1,381        | \$ 1,231        |
| Cable Networks                             | 877             | 785             | 684             |
| Publishing                                 | 106             | 80              | 83              |
| Local Broadcasting                         | 807             | 848             | 750             |
| Outdoor Americas                           | 243             | 209             | 197             |
| Corporate                                  | (367)           | (320)           | (326)           |
| <b>Total Operating Income</b>              | <b>\$ 3,259</b> | <b>\$ 2,983</b> | <b>\$ 2,619</b> |
| <b>Depreciation and Amortization:</b>      |                 |                 |                 |
| Entertainment                              | \$ 153          | \$ 161          | \$ 160          |
| Cable Networks                             | 20              | 26              | 23              |
| Publishing                                 | 6               | 6               | 7               |
| Local Broadcasting                         | 86              | 90              | 99              |
| Outdoor Americas                           | 168             | 169             | 182             |
| Corporate                                  | 24              | 23              | 24              |
| <b>Total Depreciation and Amortization</b> | <b>\$ 457</b>   | <b>\$ 475</b>   | <b>\$ 495</b>   |

**Entertainment** (CBS Television Network, CBS Television Studios, CBS Global Distribution Group, CBS Films and CBS Interactive)

(Contributed 57% to consolidated revenues in 2013 and 55% to consolidated revenues in each of 2012 and 2011, and 49%, 46% and 47% to consolidated operating income in 2013, 2012 and 2011, respectively.)

| Year Ended December 31,       | 2013     | 2012     | 2011     |
|-------------------------------|----------|----------|----------|
| Revenues                      | \$ 8,645 | \$ 7,694 | \$ 7,457 |
| Segment OIBDA                 | \$ 1,758 | \$ 1,549 | \$ 1,431 |
| Restructuring charges         | (12)     | (7)      | (40)     |
| Depreciation and amortization | (153)    | (161)    | (160)    |

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|                                     |          |          |          |
|-------------------------------------|----------|----------|----------|
| Operating income                    | \$ 1,593 | \$ 1,381 | \$ 1,231 |
| Segment OIBDA as a % of revenues    | 20%      | 20%      | 19%      |
| Operating income as a % of revenues | 18%      | 18%      | 17%      |
| Capital expenditures                | \$ 101   | \$ 92    | \$ 94    |

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**2013 vs. 2012**

For 2013, Entertainment revenues increased 12% to \$8.65 billion from \$7.69 billion in 2012 reflecting higher advertising revenues, content licensing and distribution revenues and network affiliation fees. Advertising revenues increased 10%, driven by growth at the CBS Television Network of 10%, reflecting higher revenues from sports, including the broadcast of *Super Bowl XLVII* on the CBS Television Network in 2013, as well as an increase in primetime. Also contributing to the advertising revenue growth is an increase at CBS Interactive of 18%. Content licensing and distribution revenues increased 15%, reflecting growth from domestic and international licensing of television programming for digital streaming and syndication, led by the first-cycle domestic availabilities of *NCIS: Los Angeles* and *The Good Wife*.

For 2013, Entertainment OIBDA increased \$209 million, or 13%, to \$1.76 billion from \$1.55 billion for 2012, principally driven by the growth in revenues which was partially offset by an increased investment in television content and higher sports programming costs associated with the Super Bowl broadcast. For 2013, restructuring charges of \$12 million principally reflected costs associated with exiting certain international operations and severance costs. Restructuring charges of \$7 million in 2012 principally reflected severance costs.

Comparability in 2014 will be negatively impacted by the Super Bowl broadcast on CBS in the first quarter of 2013 and, beginning in the third quarter of 2014, cost increases associated with the Company's new agreement with the NFL as well as the addition of a Thursday night NFL game on CBS for eight weeks. Results in 2014 are expected to benefit from incremental network affiliation fees associated with current agreements and expected renewals in 2014. Also in 2014, the Company expects to benefit from the first-cycle domestic availabilities of *Hawaii Five-0* and *Blue Bloods*, however, revenue comparisons may be impacted by fluctuations resulting from the timing of the availability of television series for multiple year licensing agreements. Television license fee revenues are recognized at the beginning of the license period in which programs are made available to the licensee for exhibition, while the related cash is collected over the term of the license period. At December 31, 2013 and 2012, total outstanding receivables attributable to revenues recognized under licensing agreements were \$3.14 billion and \$2.42 billion, respectively. At December 31, 2013, the total amount due from these receivables was \$1.52 billion in 2014, \$848 million in 2015, \$400 million in 2016, \$207 million in 2017, and \$168 million in 2018 and thereafter. Unrecognized revenues attributable to license agreements for produced programming that is not yet available for exhibition were \$1.14 billion and \$1.31 billion at December 31, 2013 and 2012, respectively.

**2012 vs. 2011**

For 2012, Entertainment revenues increased 3% to \$7.69 billion from \$7.46 billion in 2011. This growth was led by a 13% increase in revenues from the licensing of television programming, driven by higher licensing revenues from digital streaming as well as domestic and international syndication. Revenue growth also reflects higher network affiliation fees. Advertising revenues increased slightly, reflecting higher pricing partially offset by lower primetime ratings during the second half of 2012.

For 2012, Entertainment OIBDA increased \$118 million, or 8%, to \$1.55 billion from \$1.43 billion for 2011, principally driven by the aforementioned revenue growth and higher profit margins on television licensing revenues. For 2011, restructuring charges of \$40 million principally reflected costs associated with exiting operating facilities and severance costs.

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**Cable Networks** (*Showtime Networks, CBS Sports Network and Smithsonian Networks*)

(Contributed 14%, 13% and 12% to consolidated revenues in 2013, 2012 and 2011, respectively, and 27% to consolidated operating income in 2013 and 26% to consolidated operating income in each of 2012 and 2011.)

| Year Ended December 31,             | 2013     | 2012     | 2011     |
|-------------------------------------|----------|----------|----------|
| Revenues                            | \$ 2,069 | \$ 1,772 | \$ 1,621 |
| Segment OIBDA                       | \$ 898   | \$ 811   | \$ 707   |
| Restructuring charges               | (1)      |          |          |
| Depreciation and amortization       | (20)     | (26)     | (23)     |
| Operating income                    | \$ 877   | \$ 785   | \$ 684   |
| Segment OIBDA as a % of revenues    | 43%      | 46%      | 44%      |
| Operating income as a % of revenues | 42%      | 44%      | 42%      |
| Capital expenditures                | \$ 16    | \$ 18    | \$ 15    |

**2013 vs. 2012**

For 2013, Cable Networks revenues increased 17% to \$2.07 billion from \$1.77 billion in 2012 driven by higher domestic and international licensing revenues from the digital streaming and syndication of *Showtime* original series, led by *Dexter*, revenues from the distribution of two Floyd Mayweather pay-per-view boxing events, and higher affiliate revenues. Affiliate revenues increased 5% reflecting rate increases and growth in subscriptions at Showtime Networks, CBS Sports Network and Smithsonian Networks. As of December 31, 2013 subscriptions totaled approximately 76 million for Showtime Networks (including *Showtime*, *The Movie Channel* and *Flix*), 51 million for CBS Sports Network and 21 million for Smithsonian Networks.

For 2013, Cable Networks OIBDA increased \$87 million, or 11%, to \$898 million from \$811 million for 2012, principally due to the aforementioned revenue increases, partially offset by higher programming and production costs associated with the pay-per-view boxing events, the increase in licensing revenues and increased investment in *Showtime* original series. Cable Networks OIBDA margin decreased to 43% in 2013 from 46% in 2012 due to the margin impact from the distribution of the above mentioned pay-per-view boxing events. Restructuring charges of \$1 million in 2013 reflected severance costs.

**2012 vs. 2011**

For 2012, Cable Networks revenues increased 9% to \$1.77 billion from \$1.62 billion in 2011 primarily driven by higher affiliate fees, which reflected increases in rates and growth in subscriptions at Showtime Networks, CBS Sports Network and Smithsonian Networks, as well as higher licensing revenues from the digital streaming and international syndication of *Showtime* original series. As of December 31, 2012 subscriptions totaled approximately 76 million for Showtime Networks (including *Showtime*, *The Movie Channel* and *Flix*), 46 million for CBS Sports Network and 17 million for Smithsonian Networks.

For 2012, Cable Networks OIBDA increased \$104 million, or 15%, to \$811 million from \$707 million for 2011, primarily due to the aforementioned revenue growth and lower costs for theatrical programming, partially offset by higher programming and production costs associated with *Showtime* original series and sports programming.

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### Publishing (*Simon & Schuster*)

(Contributed 5% to consolidated revenues in 2013 and 6% to consolidated revenues in each of 2012 and 2011, and 3% to consolidated operating income in each of 2013, 2012 and 2011.)

| Year Ended December 31,             | 2013   | 2012   | 2011   |
|-------------------------------------|--------|--------|--------|
| Revenues                            | \$ 809 | \$ 790 | \$ 787 |
| Segment OIBDA                       | \$ 113 | \$ 89  | \$ 92  |
| Restructuring charges               | (1)    | (3)    | (2)    |
| Depreciation and amortization       | (6)    | (6)    | (7)    |
| Operating income                    | \$ 106 | \$ 80  | \$ 83  |
| Segment OIBDA as a % of revenues    | 14%    | 11%    | 12%    |
| Operating income as a % of revenues | 13%    | 10%    | 11%    |
| Capital expenditures                | \$ 4   | \$ 5   | \$ 7   |

### 2013 vs. 2012

For 2013, Publishing revenues increased 2% to \$809 million from \$790 million in 2012 led by growth in digital book sales. Digital book sales increased 22% from the same prior-year period and represented 27% of Publishing's total revenues for 2013 compared to 23% in 2012. Best-selling titles in 2013 included *Doctor Sleep* by Stephen King and *Happy, Happy, Happy* by Phil Robertson.

For 2013, Publishing OIBDA increased \$24 million, or 27%, to \$113 million from \$89 million for 2012. The increase was mainly driven by the revenue growth, a charge in 2012 related to a legal settlement and a decline in production and distribution costs associated with a higher mix of revenues from digital book sales, partially offset by higher advertising expenses. Restructuring charges of \$1 million in 2013 primarily reflected severance costs and restructuring charges of \$3 million in 2012 primarily reflected costs associated with combining several of Publishing's imprints.

### 2012 vs. 2011

For 2012, Publishing revenues of \$790 million remained relatively flat compared to \$787 million in 2011, reflecting growth in digital book sales and lower print book sales. Revenues from digital sales increased 35% from the same prior-year period and represented 23% of total Publishing revenues in 2012 compared to 17% in 2011. Best-selling titles in 2012 included *Kill Shot* by Vince Flynn and *The Wind Through the Keyhole* by Stephen King.

For 2012, Publishing OIBDA decreased \$3 million, or 3%, to \$89 million from \$92 million for 2011. The decrease was driven by a charge related to a settlement agreement to resolve the e-books antitrust action covering a number of states, the District of Columbia and United States territories. Underlying Publishing results in 2012 reflected margin growth associated with an increase in the mix of revenues from digital book sales, which have lower production and distribution costs than print books. Restructuring charges of \$2 million in 2011 reflected severance costs.

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**Local Broadcasting** (*CBS Television Stations and CBS Radio*)

(Contributed 18% to consolidated revenues in 2013 and 20% to consolidated revenues in each of 2012 and 2011, and 25%, 28% and 29% to consolidated operating income in 2013, 2012 and 2011, respectively.)

| Year Ended December 31,             | 2013     | 2012     | 2011     |
|-------------------------------------|----------|----------|----------|
| Revenues                            | \$ 2,696 | \$ 2,774 | \$ 2,689 |
| Segment OIBDA                       | \$ 898   | \$ 957   | \$ 849   |
| Restructuring charges               | (5)      | (8)      |          |
| Impairment charges                  |          | (11)     |          |
| Depreciation and amortization       | (86)     | (90)     | (99)     |
| Operating income                    | \$ 807   | \$ 848   | \$ 750   |
| Segment OIBDA as a % of revenues    | 33%      | 34%      | 32%      |
| Operating income as a % of revenues | 30%      | 31%      | 28%      |
| Capital expenditures                | \$ 64    | \$ 64    | \$ 69    |

**2013 vs. 2012**

For 2013, Local Broadcasting revenues decreased 3% to \$2.70 billion from \$2.77 billion for 2012. CBS Television Stations revenues decreased 4%, primarily driven by lower political advertising and lower revenues from the nonrenewal of an unprofitable sports programming contract. These decreases were partially offset by the benefit of the 2013 broadcast of *Super Bowl XLVII* to the Company's owned CBS affiliated stations and higher retransmission revenues. CBS Radio revenues decreased 1% principally reflecting the impact of radio station dispositions in 2012, partially offset by the benefit of the new CBS Sports Radio network. Results for 2014 are expected to benefit from increased political advertising spending for midterm elections.

Local Broadcasting OIBDA decreased \$59 million, or 6%, to \$898 million from \$957 million for 2012, principally reflecting lower revenues, partially offset by lower television programming costs and the benefit from the nonrenewal of an unprofitable sports programming contract. During 2012, the Company recorded a pre-tax noncash impairment charge of \$11 million to reduce the carrying value of the allocated goodwill in connection with the disposition of the Company's radio stations in West Palm Beach. Restructuring charges of \$5 million in 2013 reflected severance costs. For 2012, restructuring charges of \$8 million principally reflected severance costs and costs associated with exiting contractual obligations.

**2012 vs. 2011**

For 2012, Local Broadcasting revenues increased 3% to \$2.77 billion from \$2.69 billion for 2011 principally reflecting higher political advertising and retransmission revenues partially offset by softness in local economies. CBS Television Stations revenues increased 8% from the prior year, while CBS Radio revenues decreased 2%.

For 2012, Local Broadcasting OIBDA increased \$108 million, or 13%, to \$957 million from \$849 million for 2011, primarily driven by the revenue growth, lower programming costs for syndicated programming, and lower music royalty costs.

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**Acquisitions and Dispositions**

During 2012, the Company acquired a radio station in the New York market and a radio station in the Washington, D.C. area, as well as a television station in Long Island, New York. Also during 2012, the Company sold five radio stations in West Palm Beach. Together, these acquisitions and dispositions did not have a material impact on the comparability of operating results.

**Outdoor Americas (CBS Outdoor)**

(Contributed 9% to consolidated revenues in 2013, 2012 and 2011, and 7% to consolidated operating income in each of 2013 and 2012, and 8% to consolidated operating income in 2011.)

| Year Ended December 31,             | 2013     | 2012     | 2011     |
|-------------------------------------|----------|----------|----------|
| Revenues                            | \$ 1,304 | \$ 1,296 | \$ 1,286 |
| Segment OIBDA                       | \$ 411   | \$ 378   | \$ 380   |
| Restructuring charges               |          |          | (1)      |
| Depreciation and amortization       | (168)    | (169)    | (182)    |
| Operating income                    | \$ 243   | \$ 209   | \$ 197   |
| Segment OIBDA as a % of revenues    | 32%      | 29%      | 30%      |
| Operating income as a % of revenues | 19%      | 16%      | 15%      |
| Capital expenditures                | \$ 58    | \$ 54    | \$ 46    |

**2013 vs. 2012**

For 2013, Outdoor Americas revenues increased 1% in both reported and constant dollars to \$1.30 billion, driven by 3% revenue growth in the U.S., reflecting increased revenues in the billboard and transit businesses of 3% and 2%, respectively. This increase was partially offset by the impact of the nonrenewal of transit contracts in Canada, as well as a decline in Mexico. Approximately 13% and 14% of Outdoor Americas revenues were generated from regions outside the U.S. for 2013 and 2012, respectively.

For 2013, Outdoor Americas OIBDA increased \$33 million, or 9%, to \$411 million from \$378 million in 2012, primarily reflecting the revenue growth, gains from the disposition of outdoor assets in 2013, and the impact from a billboard tax imposed on the outdoor advertising industry in Toronto, which included a one-time retroactive payment in 2012. In the fourth quarter of 2013, the Company sold 50% of its transit shelter operations in Los Angeles. The Company and the buyer each subsequently contributed their respective 50% interests in these operations to a 50/50 joint venture that the Company and buyer own together. This transaction resulted in a gain of \$17 million in the fourth quarter of 2013.

**2012 vs. 2011**

For 2012, Outdoor Americas revenues increased 1% on both a reported and constant dollar basis to \$1.30 billion from \$1.29 billion in 2011, principally driven by 5% growth in the U.S. reflecting increases in both the billboard and transit businesses. The nonrenewal of the Toronto transit contract negatively affected the revenue comparison by two percentage points. Approximately 14% and 18% of Outdoor Americas revenues were generated from regions outside the U.S. for 2012 and 2011, respectively.

For 2012, Outdoor Americas OIBDA decreased \$2 million, or 1%, to \$378 million from \$380 million in 2011, as the revenue growth was offset by the negative outcome of a dispute over a billboard tax that was

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imposed on the outdoor advertising industry in Toronto, including a one-time retroactive payment. Outdoor Americas depreciation and amortization decreased \$13 million to \$169 million in 2012, principally reflecting lower amortization for leasehold agreements. Restructuring charges of \$1 million in 2011 reflected severance costs.

**Outdoor Americas Initiatives**

During 2013, the Company announced its intention to separate its Outdoor Americas business and, subject to receiving an IRS ruling, convert this business into a REIT. Subject to market conditions and customary approvals, CBS Outdoor Americas Inc. expects to sell up to 20% of its common stock through an IPO during the first quarter of 2014. At a time subsequent to the IPO, the Company intends to dispose of the remaining shares of CBS Outdoor Americas Inc. that it will own after the completion of the IPO.

**Corporate**

Corporate expenses include general corporate overhead, unallocated shared company expenses, pension and postretirement benefit costs for plans retained by the Company for previously divested businesses, and intercompany eliminations. For 2013, corporate expenses increased 15% to \$367 million from \$320 million for 2012 driven by higher stock-based compensation of \$62 million, mainly associated with the increase in the Company's stock price, and professional fees related to the Outdoor Americas Initiatives. This increase was partially offset by lower pension and postretirement benefit costs, reflecting the benefit from pre-funding pension plans in 2012 and the favorable performance of pension plan assets in 2012.

For 2012, corporate expenses decreased 2% to \$320 million from \$326 million for 2011 driven by lower pension and postretirement benefit costs, primarily due to the benefit from pre-funding pension plans in 2011 and lower pension-related interest cost associated with retirees. This decrease was partially offset by expense increases associated with the Company's higher stock price.

**Financial Position**

Current assets decreased by \$350 million to \$5.37 billion at December 31, 2013 from \$5.72 billion at December 31, 2012, primarily due to a decrease in cash and cash equivalents and a decrease in current assets of discontinued operations reflecting the disposition of Outdoor Europe during 2013. These decreases were partially offset by an increase in receivables associated with television licensing agreements. The allowance for doubtful accounts as a percentage of receivables decreased to 2.2% at December 31, 2013 compared with 2.5% at December 31, 2012, primarily due to the increase in receivables relating to television licensing agreements, which generally have a higher rate of collectibility compared to the Company's other receivables.

Net property and equipment of \$2.24 billion at December 31, 2013 decreased by \$35 million from \$2.27 billion at December 31, 2012, primarily reflecting depreciation expense of \$357 million, partially offset by capital expenditures of \$270 million and capital lease additions for broadcasting equipment of \$58 million.

Other assets increased by \$459 million to \$2.01 billion at December 31, 2013 from \$1.55 billion at December 31, 2012, primarily reflecting higher long-term receivables associated with additional revenues from long-term television licensing agreements, and the acquisition of a 50% interest in TVGN (TV Guide Network) during the first quarter of 2013.

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As of December 31, 2013, total outstanding receivables from licensing arrangements, including both current and noncurrent, were \$3.14 billion versus \$2.42 billion at December 31, 2012. At December 31, 2013, the total amount due from these receivables was \$1.52 billion in 2014, \$848 million in 2015, \$400 million in 2016, \$207 million in 2017, and \$168 million in 2018 and thereafter.

Current liabilities increased by \$266 million to \$4.21 billion at December 31, 2013 from \$3.94 billion at December 31, 2012, primarily driven by commercial paper borrowings, partially offset by a decrease in current liabilities of discontinued operations resulting from the disposition of Outdoor Europe.

Pension and postretirement benefit obligations decreased by \$530 million to \$1.33 billion at December 31, 2013 from \$1.86 billion at December 31, 2012, primarily reflecting contributions to the Company's qualified pension plans and an increase in the discount rate partially offset by changes in other actuarial assumptions.

Other liabilities decreased \$66 million to \$2.09 billion at December 31, 2013 from \$2.16 billion at December 31, 2012, primarily driven by lower programming liabilities and residual liabilities of previously disposed businesses.

### Cash Flows

Cash and cash equivalents decreased by \$311 million for the year ended December 31, 2013 and increased by \$48 million and \$180 million for the years ended December 31, 2012 and 2011, respectively. The changes in cash and cash equivalents were as follows:

| Year Ended December 31,                                       | 2013     | 2012     | 2011     |
|---------------------------------------------------------------|----------|----------|----------|
| <b>Cash provided by (used for) operating activities from:</b> |          |          |          |
| Continuing operations                                         | \$ 2,044 | \$ 1,819 | \$ 1,832 |
| Discontinued operations                                       | (171)    | (4)      | (83)     |
| Cash provided by operating activities                         | 1,873    | 1,815    | 1,749    |
| <b>Cash used for investing activities from:</b>               |          |          |          |
| Continuing operations                                         | (255)    | (429)    | (369)    |
| Discontinued operations                                       | (17)     | (22)     | (20)     |
| Cash used for investing activities                            | (272)    | (451)    | (389)    |
| Cash used for financing activities                            | (1,912)  | (1,316)  | (1,180)  |
| Net (decrease) increase in cash and cash equivalents          | \$ (311) | \$ 48    | \$ 180   |

*Operating Activities.* In 2013, cash provided by operating activities from continuing operations increased \$225 million to \$2.04 billion from \$1.82 billion in 2012 primarily reflecting growth in operating income, the benefit from the 2013 Super Bowl broadcast on the CBS Television Network and lower payments for interest. Cash interest payments for 2012 included approximately \$60 million associated with the early extinguishment of debt, primarily for make-whole premiums. The increase from operating income was partially offset by an increase in receivables from the licensing of television programming, driven by the timing difference between revenue recognition and collections for long term television licensing arrangements. Revenues from the licensing of television programming are recognized when the television series is made available to the licensee, at the beginning of the applicable license period, while the related cash is collected over the term of the license period. During 2013, the Company made

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contributions of \$150 million to pre-fund its qualified pension plans compared with contributions of \$200 million in 2012.

Cash used for operating activities from discontinued operations of \$171 million for 2013 includes payments associated with exiting an unprofitable contractual arrangement in connection with the sale of Outdoor Europe.

In 2012, cash provided by operating activities from continuing operations decreased \$13 million to \$1.82 billion from \$1.83 billion in 2011 as the increase in operating income was more than offset by higher income tax payments and a higher use of cash from working capital. The increased use of working capital primarily reflected a higher level of investment in television content in 2012, and higher receivables from the timing difference between revenue recognition and collections for long term television licensing arrangements, primarily for digital streaming. The Company made pension contributions to its qualified plans of \$200 million in 2012 compared with \$410 million in 2011.

Cash paid for income taxes from continuing operations was \$422 million for 2013, \$425 million for 2012 and \$233 million for 2011. The decrease in cash taxes for 2013 was mainly due to the receipt of federal tax refunds, offset by the increase in pre-tax income. The increase in cash taxes for 2012 compared to 2011 was driven by the increase in pre-tax income and lower tax benefits from lower contributions to the Company's qualified pension plans.

*Investing Activities.* In 2013, cash used for investing activities from continuing operations of \$255 million principally reflects capital expenditures of \$270 million and investments in investee companies of \$176 million, mainly for the Company's new investment in TVGN (TV Guide Network) as well as its other domestic and international television joint ventures. These cash uses were partially offset by net proceeds from dispositions of \$193 million, principally from the sale of Outdoor Europe. In 2012, cash used for investing activities from continuing operations of \$429 million principally includes capital expenditures of \$254 million; acquisitions of \$146 million, primarily for television and radio stations; and investments of \$91 million, primarily in domestic and international television joint ventures. These uses of cash were partially offset by \$49 million received for dispositions, principally from the sale of radio stations. In 2011, cash used for investing activities from continuing operations of \$369 million principally reflected capital expenditures of \$245 million; investments of \$79 million, principally in domestic and international television joint ventures; and acquisitions of \$75 million, primarily for internet businesses.

Capital expenditures for 2014 are anticipated to be at a similar level to 2013.

*Financing Activities.* In 2013, cash used for financing activities of \$1.91 billion principally reflected the repurchase of CBS Corp. Class B Common Stock for \$2.19 billion and dividend payments of \$300 million, partially offset by proceeds from short-term borrowings of \$475 million. For 2012, cash used for financing activities of \$1.32 billion principally reflected the repayment of notes and debentures of \$1.58 billion, the repurchase of CBS Corp. Class B Common Stock for \$1.14 billion and dividend payments of \$276 million, partially offset by proceeds from the issuance of notes of \$1.57 billion and proceeds from the exercise of stock options of \$168 million. For 2011, cash used for financing activities of \$1.18 billion principally reflected the repurchase of CBS Corp. Class B Common Stock for \$1.01 billion and dividend payments of \$206 million, partially offset by proceeds from the exercise of stock options of \$72 million.

**Dividends**

On January 29, 2014, the Company announced a quarterly cash dividend of \$.12 per share on its Class A and Class B Common Stock, payable on April 1, 2014. The Company declared a quarterly cash

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dividend on its Class A and Class B Common Stock during each of the four quarters of 2013, 2012 and 2011, resulting in total annual dividends of \$295 million, \$287 million and \$237 million, respectively.

### Share Repurchase Program

During 2013, the Company repurchased 45.8 million shares of CBS Corp. Class B Common Stock for \$2.20 billion, at an average cost of \$48.03 per share. Since the inception of the share repurchase program in January 2011 through December 31, 2013, the Company has repurchased 123.5 million shares of its Class B Common Stock for \$4.39 billion, at an average cost of \$35.54 per share, leaving \$5.43 billion of authorization remaining at December 31, 2013.

During the first quarter of 2014, the Company expects to spend \$2.0 billion to repurchase shares of CBS Corp. Class B Common Stock, of which \$1.5 billion will be spent for an ASR transaction using proceeds from Outdoor Americas borrowings.

### Capital Structure

| At December 31,                                                         | 2013     | 2012     |
|-------------------------------------------------------------------------|----------|----------|
| Commercial paper                                                        | \$ 475   | \$       |
| Senior debt (1.95% 8.875% due 2014 2042)                                | 5,861    | 5,863    |
| Obligations under capital leases                                        | 113      | 72       |
| Total debt <sup>(a)</sup>                                               | 6,449    | 5,935    |
| Less discontinued operations debt <sup>(b)</sup>                        | 13       | 13       |
| Total debt from continuing operations                                   | 6,436    | 5,922    |
| Less commercial paper                                                   | 475      |          |
| Less current portion of long-term debt                                  | 21       | 18       |
| Total long-term debt from continuing operations, net of current portion | \$ 5,940 | \$ 5,904 |

(a)

At December 31, 2013 and December 31, 2012, the senior debt balances included (i) a net unamortized discount of \$13 million and \$16 million, respectively, and (ii) an increase in the carrying value of the debt relating to previously settled fair value hedges of \$18 million and \$23 million, respectively. The face value of the Company's total debt was \$6.44 billion at December 31, 2013 and \$5.93 billion at December 31, 2012.

(b)

Included in "Liabilities of discontinued operations" on the Consolidated Balance Sheets.

At December 31, 2013, the Company's scheduled maturities of long-term debt at face value, excluding capital leases, were as follows:

|                | 2014  | 2015 | 2016   | 2017   | 2018   | 2019 and<br>Thereafter |
|----------------|-------|------|--------|--------|--------|------------------------|
| Long-term debt | \$ 99 | \$   | \$ 200 | \$ 400 | \$ 300 | \$ 4,857               |

### Outdoor Americas Indebtedness

In January 2014, in connection with the Outdoor Americas Initiatives, Outdoor Americas borrowed \$1.60 billion through an \$800 million Term Loan and the issuance of \$800 million of senior notes through a private placement. The senior notes are comprised of \$400 million of 5.25% Senior Notes due 2022 and \$400 million of 5.625% Senior Notes due 2024. The Term Loan is due in 2021 and bears interest at a rate



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equal to 2.25% plus the greater of the London Interbank Offer Rate ("LIBOR") or 0.75%. The debt is guaranteed by CBS Outdoor Americas Inc. and certain of its subsidiaries.

The Term Loan is part of a credit agreement which also includes a \$425 million revolving credit facility (the "Outdoor Revolving Credit Facility") which expires in 2019. The Outdoor Revolving Credit Facility bears interest based on LIBOR plus a margin based on Outdoor Americas consolidated Net Secured Leverage Ratio. The Net Secured Leverage Ratio reflects the ratio of Outdoor Americas secured debt (less up to \$150 million of unrestricted cash) to Outdoor Americas consolidated EBITDA (as defined in the credit agreement). The Outdoor Revolving Credit Facility requires Outdoor Americas to maintain a maximum Consolidated Net Secured Leverage Ratio of 3.50 to 1.00, which will be increased to 4.00 to 1.00 if Outdoor Americas elects to be taxed as a REIT. As of February 14, 2014, there were no borrowings outstanding under the Outdoor Revolving Credit Facility.

The debt proceeds will be primarily used by the Company to repurchase shares of CBS Corp. Class B Common Stock through a \$1.5 billion ASR transaction with \$50 million retained by Outdoor Americas for its corporate purposes and ongoing cash needs.

***Commercial Paper***

At December 31, 2013, the Company had \$475 million of commercial paper borrowings outstanding under its \$2.0 billion commercial paper program. Outstanding commercial paper borrowings have a weighted average interest rate of 0.3% and maturities of less than thirty days.

***Credit Facility***

During 2013, the Company amended and restated its \$2.0 billion revolving credit facility (the "Credit Facility") which now expires in March 2018. The amended facility provides for lower borrowing rates and fees, as well as more favorable covenants. The Company, at its option, may also borrow in certain foreign currencies up to specified limits under the Credit Facility. Borrowing rates under the Credit Facility are determined at the Company's option at the time of each borrowing and are based generally on the prime rate in the U.S. or LIBOR plus a margin based on the Company's senior unsecured debt rating. The Company pays a facility fee based on the total amount of the commitments.

The Credit Facility requires the Company to maintain a maximum Consolidated Leverage Ratio of 4.5x at the end of each quarter as further described in the Credit Facility. At December 31, 2013, the Company's Consolidated Leverage Ratio was approximately 1.6x.

The Consolidated Leverage Ratio reflects the ratio of the Company's indebtedness from continuing operations, adjusted to exclude certain capital lease obligations, at the end of a quarter, to the Company's Consolidated EBITDA for the trailing four consecutive quarters. Consolidated EBITDA is defined in the Credit Facility as operating income plus interest income and before depreciation, amortization and certain other noncash items.

The Credit Facility is used for general corporate purposes. At December 31, 2013, the Company had no borrowings outstanding under the Credit Facility and the remaining availability under the Credit Facility, net of outstanding letters of credit, was \$1.99 billion.

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**Liquidity and Capital Resources**

The Company continually projects anticipated cash requirements for its operating, investing and financing needs as well as cash flows generated from operating activities available to meet these needs. The Company's operating needs include, among other items, commitments for sports programming rights, television and film programming, talent contracts, operating leases, transit franchise payments, interest payments, and pension funding obligations. The Company's investing and financing spending includes capital expenditures, share repurchases, dividends and principal payments on its outstanding indebtedness. The Company believes that its operating cash flows, cash and cash equivalents, borrowing capacity under its Credit Facility, which had \$1.99 billion of remaining availability at December 31, 2013, and access to capital markets are sufficient to fund its operating, investing and financing requirements for the next twelve months.

The Company's funding for short-term and long-term obligations will come primarily from cash flows from operating activities. Any additional cash funding requirements are financed with short-term borrowings, including commercial paper, and long-term debt. To the extent that commercial paper is not available to the Company, the existing Credit Facility provides sufficient capacity to satisfy short-term borrowing needs.

At December 31, 2013, the Company had \$475 million of commercial paper borrowings outstanding, which the Company expects to repay during the first quarter of 2014 using proceeds from its Outdoor Americas Initiatives and cash generated from operations. Funding for the Company's long-term debt obligations due over the next five years of \$999 million is expected to come from the Company's ability to refinance its debt and cash generated from operating activities.

During the first quarter of 2014, the Company expects to spend \$2.0 billion to repurchase shares of CBS Corp. Class B Common Stock, of which a \$1.5 billion will be spent for an ASR transaction using proceeds from Outdoor Americas borrowings. (See "Capital Structure").

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**Contractual Obligations**

As of December 31, 2013 the Company's significant contractual obligations and payments due by period were as follows:

|                                                               | Total            | Payments Due by Period |                 |                 | 2019 and<br>thereafter |
|---------------------------------------------------------------|------------------|------------------------|-----------------|-----------------|------------------------|
|                                                               |                  | 2014                   | 2015-2016       | 2017-2018       |                        |
| Programming and talent commitments <sup>(a)</sup>             | \$ 14,480        | \$ 2,356               | \$ 3,507        | \$ 2,914        | \$ 5,703               |
| Guaranteed minimum franchise payments <sup>(b)</sup>          | 331              | 151                    | 119             | 22              | 39                     |
| Purchase obligations <sup>(c)</sup>                           | 1,045            | 240                    | 339             | 220             | 246                    |
| Operating leases <sup>(d)</sup>                               | 1,791            | 251                    | 426             | 331             | 783                    |
| Other long-term contractual obligations <sup>(e)</sup>        | 1,155            |                        | 952             | 150             | 53                     |
| Long-term debt obligations <sup>(f)</sup>                     | 5,856            | 99                     | 200             | 700             | 4,857                  |
| Interest commitments on long-term debt <sup>(g)</sup>         | 4,339            | 345                    | 667             | 631             | 2,696                  |
| Capital lease obligations (including interest) <sup>(h)</sup> | 134              | 21                     | 39              | 30              | 44                     |
| <b>Total</b>                                                  | <b>\$ 29,131</b> | <b>\$ 3,463</b>        | <b>\$ 6,249</b> | <b>\$ 4,998</b> | <b>\$ 14,421</b>       |

- (a) Programming and talent commitments of the Company primarily include \$11.23 billion for sports programming rights, \$2.47 billion relating to the production and licensing of television, radio, and film programming, and \$773 million for talent contracts.
- (b) Outdoor Americas has agreements with municipalities and transit operators which entitle it to operate advertising displays within their transit systems, including on the interior and exterior of rail and subway cars and buses, as well as on benches, transit shelters, mall and street kiosks, and transit platforms. Under most of these franchise agreements, the franchisor is entitled to receive the greater of a percentage of the relevant advertising revenues, net of advertising agency fees, or a specified guaranteed minimum annual payment.
- (c) Purchase obligations include agreements to purchase goods or services that are enforceable and legally binding and that specify all significant terms, including open purchase orders.
- (d) Consists of long-term noncancellable operating lease commitments for office space, billboards, equipment, transponders and studio facilities. Total future minimum payments of \$1.79 billion include \$640 million for Outdoor Americas billboards.
- (e) Long-term contractual obligations recorded on the Company's Consolidated Balance Sheet including program liabilities, participations due to producers and residuals.
- (f) Long-term debt obligations are presented at face value, including discontinued operations debt and excluding capital leases.
- (g) Future interest based on scheduled debt maturities, excluding capital leases.
- (h) Includes capital leases for satellite transponders.

The table above excludes \$140 million of reserves for uncertain tax positions and the related accrued interest and penalties, as the Company cannot reasonably predict the amount of and timing of cash payments relating to this obligation. The above table also excludes principal and interest payments related to the \$1.60 billion of indebtedness incurred by Outdoor Americas in January 2014.

In 2014, the Company expects to make contributions of approximately \$50 million to its non-qualified pension plans to satisfy the benefit payments due under these plans. Also in 2014, the Company expects to contribute approximately \$62 million to its other postretirement benefit

plans to satisfy the Company's portion of benefit payments due under these plans.

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*Guarantees*

On September 30, 2013 the Company completed the sale of Outdoor Europe to an affiliate of Platinum Equity. The Company continues to remain as guarantor of Outdoor Europe's franchise payment obligations under certain transit franchise agreements. Generally, the Company would be required to perform under the guarantees in the event of non-performance by the buyer. These agreements have varying terms, with the majority of the obligations guaranteed under these agreements expiring by September 2016. At December 31, 2013, the total franchise payment obligations under these agreements are estimated to be approximately \$280 million, which will decrease on a monthly basis thereafter. The estimated fair value of the guarantee liability of approximately \$40 million is included in "Liabilities of discontinued operations" on the Consolidated Balance Sheet at December 31, 2013.

The Company has indemnification obligations with respect to letters of credit and surety bonds primarily used as security against non-performance in the normal course of business. At December 31, 2013, the outstanding letters of credit and surety bonds approximated \$321 million and were not recorded on the Consolidated Balance Sheet.

In the course of its business, the Company both provides and receives indemnities which are intended to allocate certain risks associated with business transactions. Similarly, the Company may remain contingently liable for various obligations of a business that has been divested in the event that a third party does not live up to its obligations under an indemnification obligation. The Company records a liability for its indemnification obligations and other contingent liabilities when probable under generally accepted accounting principles.

**Critical Accounting Policies**

The preparation of the Company's financial statements in conformity with generally accepted accounting principles requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. On an ongoing basis, the Company evaluates its estimates, which are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. The result of these evaluations forms the basis for making judgments about the carrying values of assets and liabilities and the reported amount of revenues and expenses that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions.

The Company considers the following accounting policies to be the most critical as they are important to the Company's financial condition and results of operations, and require significant judgment and estimates on the part of management in its application. For a summary of the Company's significant accounting policies see the accompanying notes to the consolidated financial statements.

*Programming and Production Costs*

Accounting for television and theatrical film production costs requires management's judgment as it relates to total estimated revenues to be earned ("Ultimate Revenues") and costs to be incurred throughout the life of each television program or theatrical film. These estimates are used to determine the amortization of capitalized production costs, expensing of participation costs, and any necessary net realizable value adjustments to capitalized production costs. For each television program or theatrical film, management bases these estimates on the performance in the initial markets, the existence of future firm commitments to sell and the past performance of similar television programs or theatrical films.

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The costs incurred in acquiring television series and feature film programming are capitalized when the program is accepted and available for airing and the costs of programming rights licensed under multi-year sports programming agreements are capitalized if the rights payments are made before the related economic benefit has been received. These costs are expensed over the period in which an economic benefit is expected to be derived. Management's judgment is required in determining the timing of the expensing of these costs, which is dependent on the economic benefit expected to be generated from the program.

Ultimate revenue estimates for internally produced television programming and theatrical films, and the estimated economic benefit for acquired programming, which includes television series, feature films and sports, are updated regularly based on information available as the television program and theatrical film progresses through its life cycle or contractual term. Overestimating Ultimate Revenues for internally produced programming or a failure to adjust for a downward revision in the estimated economic benefit to be generated from acquired programming could result in the understatement of the amortization of capitalized production or programming costs, future net realizable value adjustments and/or estimated accruals for participation expense.

*Impairment of Goodwill and Intangible Assets*

The Company tests goodwill and intangible assets with indefinite lives, primarily comprised of FCC licenses, for impairment during the fourth quarter of each year, and on an interim date should factors or indicators become apparent that would require an interim test.

**Goodwill** Goodwill is tested for impairment at the reporting unit level, which is one level below or the same as an operating segment. For 2013, in accordance with FASB guidance for goodwill impairment testing, the Company performed qualitative assessments for seven reporting units which management estimates each have fair values that exceed their respective carrying values by 20% or more. For each reporting unit, the Company weighed the relative impact of factors that are specific to the reporting unit as well as industry and macroeconomic factors. The reporting unit specific factors that were considered included financial performance and changes to the reporting units' carrying amounts since the most recent impairment tests. For each industry in which the reporting units operate, the Company considered growth projections from independent sources and significant developments or transactions within the industry. The Company also determined that the impact of macroeconomic factors on the discount rates and growth rates used for the most recent impairment tests would not significantly affect the fair value of the reporting units. Based on this qualitative assessment, considering the aggregation of these factors, the Company concluded that for these seven reporting units, it is not more likely than not that the fair value of each reporting unit is less than its carrying amount and therefore performing the two-step impairment test was unnecessary.

The Company performed the first step of the goodwill impairment test for the remaining two reporting units. The first step of the goodwill impairment test examines whether the carrying value of a reporting unit exceeds its fair value. The estimated fair value of each reporting unit is computed based upon the present value of future cash flows ("Discounted Cash Flow Method") and both the traded and transaction values of comparable businesses ("Market Comparable Method"). For 2013, the Discounted Cash Flow Method and Market Comparable Method resulted in substantially equal fair values. The Discounted Cash Flow Method adds the present value of the estimated annual cash flows over a discrete projection period to the residual value of the business at the end of the projection period. This technique requires the use of significant estimates and assumptions such as growth rates, operating margins, capital expenditures and discount rates. The estimated growth rates, operating margins and capital expenditures

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for the projection period are based on the Company's internal forecasts of future performance as well as historical trends. The residual value is estimated based on a perpetual nominal growth rate, which is based on projected long-range inflation and long-term industry projections. The discount rates are determined based on the average of the weighted average cost of capital of comparable entities. Certain future events and circumstances, including deterioration of market conditions, higher cost of capital, a decline in the advertising market or a decrease in audience acceptance of programming, could result in changes to these assumptions and judgments. A downward revision of these assumptions could cause the fair values of the reporting units to fall below their respective carrying values. The Company would then perform the second step of the goodwill impairment test to determine the amount of any non-cash impairment charge. Such a charge could have a material effect on the Company's Consolidated Statement of Operations and Consolidated Balance Sheet.

Based on the 2013 annual impairment test, the Company concluded that the fair value of each of the two reporting units for which the Company performed the first step of the goodwill impairment test exceeded their respective carrying values. The carrying value of the following reporting unit, which had a goodwill balance of \$1.86 billion at December 31, 2013, was within 10% of its fair value:

| Reporting Unit | Reporting Unit Fair<br>Value in Excess of<br>Carrying Value | Significant Assumptions             |                  |
|----------------|-------------------------------------------------------------|-------------------------------------|------------------|
|                |                                                             | Perpetual<br>Nominal<br>Growth Rate | Discount<br>Rate |
| CBS Radio      | 3%                                                          | 1.5%                                | 8.0%             |

An increase to the discount rate of 20 basis points or a decrease to the perpetual nominal growth rate of 20 basis points, assuming no changes to other factors, would cause the fair value of the CBS Radio reporting unit to fall below its respective carrying value.

**FCC Licenses** FCC licenses are tested for impairment at the geographic market level. The Company considers each geographic market, which is comprised of all of the Company's radio or television stations within that geographic market, to be a single unit of accounting because the FCC licenses at this level represent their highest and best use.

For its annual impairment test performed in the fourth quarter of 2013, the Company performed qualitative assessments for eight radio markets and ten television markets which management estimates each have an aggregate fair value of FCC licenses that exceed their respective carrying values by 20% or more. For each market, the Company weighed the relative impact of market-specific and macroeconomic factors. The market-specific factors considered include recent projections by geographic market from both independent and internal sources for advertising revenue and operating costs, as well as market share and capital expenditures. The Company also considered the macroeconomic impact on discount rates and growth rates. Based on this qualitative assessment, considering the aggregation of these factors, the Company concluded that it is not more likely than not that the aggregate fair values of the FCC licenses in each of these radio and television markets are less than their respective carrying values. Therefore, performing the quantitative impairment test was unnecessary.

For each of the remaining radio and television markets the Company performed a quantitative impairment test that compares the estimated fair value of the FCC licenses by geographic market with their respective carrying values. The estimated fair value of each FCC license is computed using the Greenfield Discounted Cash Flow Method ("Greenfield Method"), which attempts to isolate the income that is attributable to the license alone. The Greenfield Method is based upon modeling a hypothetical

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start-up station and building it up to a normalized operation that, by design, lacks inherent goodwill and whose other assets have essentially been added as part of the build-up process. The Greenfield Method adds the present value of the estimated annual cash flows of the start-up station over a projection period to the residual value at the end of the projection period. The annual cash flows over the projection period include assumptions for overall advertising revenues in the relevant geographic market, the start-up station's operating costs and capital expenditures, and a three-year build-up period for the start-up station to reach a normalized state of operations, which reflects the point at which it achieves an average market share. In order to estimate the revenues of a start-up station, the total market advertising revenue in the subject market is estimated based on recent industry projections. Operating costs and capital expenditures are estimated based on both industry and internal data. The residual value is calculated using a perpetual nominal growth rate, which is based on projected long-range inflation in the U.S. and long-term industry projections. The discount rate is determined based on the average of the weighted average cost of capital of comparable entities in the broadcast industry.

The discount rates and perpetual nominal growth rates used for each television and radio station for 2013 were as follows:

|                     | Discount<br>Rate | Perpetual Nominal<br>Growth Rate |
|---------------------|------------------|----------------------------------|
| Television stations | 8.0%             | 2.5%                             |
| Radio stations      | 8.0%             | 1.5%                             |

The assumptions used in determining the fair values of the FCC licenses require management to make significant judgments. Certain events and circumstances, including deterioration of market conditions, higher cost of capital or a decline in the local radio or television advertising markets, could result in changes to these assumptions and judgments. The estimated fair values of the FCC licenses are highly dependent on the assumptions of future economic conditions in the individual geographic markets in which the Company owns and operates television and radio stations. Deterioration in the economic conditions or a change in population size of any individual geographic market could adversely impact advertisers' ability or willingness to purchase advertising on the radio and television stations in that market. Advertising expenditures by companies in certain industries, including automotive, entertainment and retail, have historically represented a significant portion of the local radio and television advertising revenues in all geographic markets. As a result, an other-than-temporary decrease in spending by advertisers in these categories or adverse economic conditions, particularly in larger markets such as New York, Los Angeles, Chicago and San Francisco, where the Company holds FCC licenses with substantial carrying values, could have a significant impact on the fair value of the FCC licenses.

Based on the 2013 annual impairment test, the Company concluded that the estimated fair value of the FCC licenses in each radio and television market for which the Company performed the quantitative assessment exceeded their respective carrying values and therefore no impairment charge was necessary. Two radio markets, which had an aggregate carrying value of FCC licenses of \$114 million, were each within 5% of their respective estimated fair value, and eight radio markets, which had an aggregate carrying value of FCC licenses of \$1.20 billion, were each within 10% of their respective estimated fair value. In each of the remaining radio markets and in all of the television markets, the estimated fair value of FCC licenses was in excess of the respective carrying values by more than 10%. A downward revision to the present value of future cash flows could result in impairment and a non-cash charge would be required. Such a charge could have a material effect on the Company's Consolidated Statement of Operations and Consolidated Balance Sheet.

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*Reserves and Legal Matters*

Estimates of reserves and liabilities related to legal issues and discontinued businesses, including asbestos and environmental matters, require significant judgments by management. The Company continually evaluates these estimates based on changes in the relevant facts and circumstances and events that may impact estimates. While management believes that the current reserves for matters related to predecessor operations of the Company, including environmental and asbestos, are adequate, there can be no assurance that circumstances will not change in future periods. This belief is based upon many factors and assumptions, including the number of outstanding claims, estimated average cost per claim, the breakdown of claims by disease type, historic claim filings, costs per claim of resolution and the filing of new claims.

*Pensions*

Pension benefit obligations and net periodic pension costs are calculated using many actuarial assumptions. Two key assumptions used in accounting for pension liabilities and expenses are the discount rate and expected rate of return on plan assets. The discount rates are determined based on the yield on portfolios of high quality bonds, constructed to provide cash flows necessary to meet the Company's pension plans' expected future benefit payments, as determined for the projected benefit obligations. The expected return on plan assets assumption is derived using the current and expected asset allocation of the pension plan assets and considering historical as well as expected returns on various classes of plan assets. As of December 31, 2013, the unrecognized actuarial losses decreased from the prior year end due primarily to an increase in the discount rate partially offset by changes in other actuarial assumptions. A decrease in the discount rate would increase the projected benefit obligation. A 25 basis point change in the discount rate will result in an estimated change to the projected benefit obligation of approximately \$100 million and will not have a material impact on the 2014 pension expense. A decrease in the expected rate of return on plan assets would increase pension expense. The estimated impact of a 25 basis point change in the expected rate of return on plan assets is a change of approximately \$10 million in 2014 pension expense.

*Income Taxes*

The Company is subject to income taxes in both the U.S. and numerous foreign jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. When recording the worldwide provision for income taxes, an estimated effective tax rate for the year is applied to interim operating results. In the event there is a significant or unusual item recognized in the quarterly operating results, the tax attributable to that item is separately calculated and recorded in the same quarter. A number of years may elapse before a tax return containing tax matters for which a reserve has been established is audited and finally resolved. During 2013 and 2012, the Company recognized tax benefits of \$17 million and \$3 million, respectively, related to the net impact of the settlement of certain prior year tax audits. For positions taken in a previously filed tax return or expected to be taken in a future tax return, the Company evaluates each position to determine whether it is more likely than not that the tax position will be sustained upon examination, based on the technical merits of the position. A tax position that meets the more-likely-than-not recognition threshold is subject to a measurement assessment to determine the amount of benefit to recognize in the Consolidated Statement of Operations and the appropriate reserve to establish, if any. If a tax position does not meet the more-likely-than-not recognition threshold a tax reserve is established and no benefit is recognized. The Company is continually audited by U.S. federal and state as well as foreign tax authorities. While it is often difficult to predict the final outcome or the timing

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of resolution of any particular tax matter, the Company believes that its reserve for uncertain tax positions of \$140 million at December 31, 2013 is properly recorded pursuant to the recognition and measurement provisions of FASB guidance for uncertainty in income taxes.

**Legal Matters**

*E-books Matters.* A number of lawsuits described below have been pending against the following parties relating to the sale of e-books: Apple Inc., Hachette Book Group, Inc., HarperCollins Publishers, LLC, Holtzbrinck Publishers LLC d/b/a Macmillan, Penguin Group (USA) Inc. and the Company's subsidiary, Simon & Schuster, Inc. (collectively, the "Publishing parties").

On April 10, 2012, for purposes of settlement and without any admission of wrongdoing or liability, Simon & Schuster and two of the other Publishing parties entered into a settlement stipulation and proposed final judgment (the "Stipulation") with the United States Department of Justice (the "DOJ") in connection with the DOJ's investigations of agency distribution of e-books. In furtherance of this settlement, on April 11, 2012, the DOJ filed an antitrust action in the United States District Court for the Southern District of New York against the Publishing parties and concurrently filed the Stipulation with the court. On September 7, 2012, the Stipulation was approved by the court and final judgment was entered. The Stipulation does not involve any monetary payments by Simon & Schuster, but will require the adoption of certain business practices for a 24 month period (the "24 Month Period") and certain compliance practices for a five year period. Following a ruling in favor of the DOJ and a judgment against Apple that was entered by the court on September 6, 2013, Apple filed an appeal, which will be heard by the United States Court of Appeals for the Second Circuit. On October 4, 2013, Simon & Schuster filed an appeal with the court relating to an aspect of the Apple judgment involving the 24 Month Period.

On June 11, 2012, for purposes of settlement and without any admission of wrongdoing or liability, Simon & Schuster entered into a proposed settlement agreement to resolve the antitrust action filed by a number of states and the Commonwealth of Puerto Rico against several of the Publishing parties in the United States District Court for the Western District of Texas, which was transferred to the United States District Court for the Southern District of New York ("States") on April 30, 2012. The proposed settlement provides that, certain Publishing parties, including Simon & Schuster, will pay agreed upon amounts for consumer restitution, among other things, and also requires the adoption of certain business and compliance practices, which are substantially similar to those described in the Stipulation with the DOJ. On September 14, 2012, the court granted preliminary approval of the proposed settlement, which all states (except Minnesota), the District of Columbia and the United States territories joined. On October 15, 2012, Simon & Schuster paid the agreed upon amounts into an escrow account pending final court approval. On February 8, 2013, the court approved the proposed settlement following a final settlement approval hearing that day. On June 20, 2013, Simon & Schuster and certain other Publishing parties entered into a settlement agreement in the MDL litigation (as described below) covering claims of Minnesota residents (the "Minnesota Settlement"). The Minnesota Settlement was approved by the court on December 6, 2013. The Company believes that the settlements with the DOJ, the States and the Minnesota Settlement will not have a material adverse effect on its results of operations, financial position or cash flows.

**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)**  
(Tabular dollars in millions, except per share amounts)

On December 9, 2011, the United States Judicial Panel on Multidistrict Litigation (the "MDL") issued an order consolidating in the United States District Court for the Southern District of New York various purported class action suits that private litigants had filed in federal courts in California and New York. On January 20, 2012, the plaintiffs filed a consolidated amended class action complaint with the court against the Publishing parties. These private litigant plaintiffs, who are e-book purchasers, allege that, among other things, the defendants are in violation of federal and/or state antitrust laws in connection with the sale of e-books pursuant to agency distribution arrangements between each of the publishers and e-book retailers. The consolidated amended class action complaint generally seeks multiple forms of damages for the purchase of e-books and injunctive and other relief. On March 2, 2012, the Publishing parties filed a motion to dismiss this action. On May 15, 2012, the court denied the motion to dismiss. As noted above, on June 20, 2013, Simon & Schuster entered into the Minnesota Settlement, which was approved by the court on December 6, 2013. Upon final approval of the Minnesota Settlement by the court, Simon & Schuster was dismissed with prejudice from the MDL litigation and only those individuals who elect to opt out of the States settlement or the Minnesota Settlement will have any potential claims against Simon & Schuster.

Similar antitrust suits have been filed against the Publishing parties by private litigants in Canada, purportedly as class actions, under Canadian law, commencing on February 24, 2012; and by an Australian e-book retailer in the United States Court for the Southern District of New York on September 16, 2013. Simon & Schuster intends to defend itself in these matters.

In addition, the European Commission (the "EC") and Canadian Competition Bureau (the "CCB") conducted separate competition investigations of agency distribution arrangements of e-books in this industry. On December 12, 2012, following the close of a comment period, the EC entered into settlement agreements with Simon & Schuster and certain Publishing parties. The CCB also entered into a settlement agreement with Simon & Schuster and certain Publishing parties, which was effective on February 7, 2014. These settlements require the adoption of certain business and compliance practices similar to those described in the Stipulation with the DOJ.

*Claims Related to Former Businesses: Asbestos.* The Company is a defendant in lawsuits claiming various personal injuries related to asbestos and other materials, which allegedly occurred principally as a result of exposure caused by various products manufactured by Westinghouse, a predecessor, generally prior to the early 1970s. Westinghouse was neither a producer nor a manufacturer of asbestos. The Company is typically named as one of a large number of defendants in both state and federal cases. In the majority of asbestos lawsuits, the plaintiffs have not identified which of the Company's products is the basis of a claim. Claims against the Company in which a product has been identified principally relate to exposures allegedly caused by asbestos-containing insulating material in turbines sold for power-generation, industrial and marine use, or by asbestos-containing grades of decorative micarta, a laminate used in commercial ships.

Claims are frequently filed and/or settled in groups, which may make the amount and timing of settlements, and the number of pending claims, subject to significant fluctuation from period to period. The Company does not report as pending those claims on inactive, stayed, deferred or similar dockets which some jurisdictions have established for claimants who allege minimal or no impairment. As of December 31, 2013, the Company had pending approximately 45,150 asbestos claims, as compared with approximately 45,900 as of December 31, 2012 and 50,090 as of December 31, 2011. During 2013, the Company received approximately 4,310 new claims and closed or moved to an inactive docket approximately 5,060 claims. The Company reports claims as closed when it becomes aware that a dismissal order has been entered by a court or when the Company has reached agreement with the claimants on the

**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)**  
(Tabular dollars in millions, except per share amounts)

material terms of a settlement. Settlement costs depend on the seriousness of the injuries that form the basis of the claim, the quality of evidence supporting the claims and other factors. The Company's total costs for the years 2013 and 2012 for settlement and defense of asbestos claims after insurance recoveries and net of tax benefits were approximately \$29 million and \$21 million, respectively. The Company's costs for settlement and defense of asbestos claims may vary year to year and insurance proceeds are not always recovered in the same period as the insured portion of the expenses.

Filings include claims for individuals suffering from mesothelioma, a rare cancer, the risk of which is allegedly increased by exposure to asbestos; lung cancer, a cancer which may be caused by various factors, one of which is alleged to be asbestos exposure; other cancers, and conditions that are substantially less serious, including claims brought on behalf of individuals who are asymptomatic as to an allegedly asbestos-related disease. The predominant number of claims against the Company are non-cancer claims. In a substantial number of the pending claims, the plaintiff has not yet identified the claimed injury. The Company believes that its reserves and insurance are adequate to cover its asbestos liabilities. This belief is based upon many factors and assumptions, including the number of outstanding claims, estimated average cost per claim, the breakdown of claims by disease type, historic claim filings, costs per claim of resolution and the filing of new claims. While the number of asbestos claims filed against the Company has trended down during the past five to ten years and has remained flat in recent years, it is difficult to predict future asbestos liabilities, as events and circumstances may occur including, among others, the number and types of claims and average cost to resolve such claims, which could affect the Company's estimate of its asbestos liabilities.

*Other.* The Company from time to time receives claims from federal and state environmental regulatory agencies and other entities asserting that it is or may be liable for environmental cleanup costs and related damages principally relating to historical and predecessor operations of the Company. In addition, the Company from time to time receives personal injury claims including toxic tort and product liability claims (other than asbestos) arising from historical operations of the Company and its predecessors.

*General.* On an ongoing basis, the Company vigorously defends itself in numerous lawsuits and proceedings and responds to various investigations and inquiries from federal, state and local authorities (collectively, "litigation"). Litigation may be brought against the Company without merit, is inherently uncertain and always difficult to predict. However, based on its understanding and evaluation of the relevant facts and circumstances, the Company believes that the above-described legal matters and other litigation to which it is a party are not likely, in the aggregate, to have a material adverse effect on its results of operations, financial position or cash flows. Under the Separation Agreement between the Company and Viacom Inc., the Company and Viacom Inc. have agreed to defend and indemnify the other in certain litigation in which the Company and/or Viacom Inc. is named.

**Market Risk**

The Company is exposed to market risk related to foreign currency exchange rates and interest rates. The Company uses derivative financial instruments to modify its exposure to market risks from fluctuations in foreign currency exchange rates. In accordance with its policy, the Company does not use derivative instruments unless there is an underlying exposure and, therefore, the Company does not hold or enter into derivative financial instruments for speculative trading purposes.

**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)**  
(Tabular dollars in millions, except per share amounts)

*Foreign Exchange Risk*

The Company conducts business in various countries outside the U.S., resulting in exposure to movements in foreign exchange rates when translating from the foreign local currency to the U.S. dollar. In order to hedge anticipated cash flows, generally within the next twelve months, in currencies such as the British Pound, the Euro, the Canadian Dollar and the Australian Dollar, foreign currency forward contracts are used. Additionally, the Company designates forward contracts used to hedge projected future television and film production costs as cash flow hedges. Gains or losses on the effective portion of designated cash flow hedges are initially recorded in other comprehensive income and reclassified to the statement of operations when the hedged item is recognized. Additionally, the Company enters into non-designated forward contracts to hedge non-U.S. dollar denominated cash flows. The change in fair value of the non-designated contracts is included in "Other items, net" in the Consolidated Statements of Operations. The Company manages the use of foreign exchange derivatives centrally.

At December 31, 2013 and 2012, the notional amount of all foreign currency contracts was \$136 million and \$157 million, respectively, which represents hedges of expected foreign currency cash flows.

*Interest Rate Risk*

The Company is subject to interest rate risk to the extent it has variable-rate debt outstanding. At December 31, 2013, the Company had \$475 million of commercial paper borrowings outstanding at a weighted average interest rate of 0.3%. In addition, in January 2014, Outdoor Americas borrowed \$800 million under a variable-rate Term Loan, with an initial interest rate of 3.0%. While the Company does not currently use derivatives to modify its exposure to interest rates, it may do so in the future.

*Credit Risk*

The Company continually monitors its positions with, and credit quality of, the financial institutions that are counterparties to its financial instruments. The Company is exposed to credit loss in the event of nonperformance by the counterparties to the agreements. However, the Company does not anticipate nonperformance by the counterparties.

The Company's receivables do not represent significant concentrations of credit risk at December 31, 2013 or 2012, due to the wide variety of customers, markets and geographic areas to which the Company's products and services are sold.

**Related Parties**

For a discussion of related parties, see Note 6 to the consolidated financial statements.

**Recent Pronouncements and Adoption of New Accounting Standards**

See Note 1 to the consolidated financial statements.

**Item 7A. Quantitative and Qualitative Disclosures about Market Risk.**

Response to this is included in "Management's Discussion and Analysis of Results of Operations and Financial Condition Market Risk."

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## INDEX TO FINANCIAL STATEMENTS AND SCHEDULE

The following Consolidated Financial Statements and schedule of the registrant and its subsidiaries are submitted herewith as part of this report:

|                                                                                                                | Reference<br>(Page/s)     |
|----------------------------------------------------------------------------------------------------------------|---------------------------|
| Item 15(a)(1) Financial Statements:                                                                            |                           |
| 1. <u>Management's Report on Internal Control Over Financial Reporting</u>                                     | <u>II-37</u>              |
| 2. <u>Report of Independent Registered Public Accounting Firm</u>                                              | <u>II-38</u>              |
| 3. <u>Consolidated Statements of Operations for the years ended December 31, 2013, 2012 and 2011</u>           | <u>II-39</u>              |
| 4. <u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2013, 2012 and 2011</u> | <u>II-40</u>              |
| 5. <u>Consolidated Balance Sheets at December 31, 2013 and 2012</u>                                            | <u>II-41</u>              |
| 6. <u>Consolidated Statements of Cash Flows for the years ended December 31, 2013, 2012 and 2011</u>           | <u>II-42</u>              |
| 7. <u>Consolidated Statements of Stockholders' Equity for the years ended December 31, 2013, 2012 and 2011</u> | <u>II-43</u>              |
| 8. <u>Notes to Consolidated Financial Statements</u>                                                           | <u>II-44</u> <u>II-94</u> |

### Item 15(a)(2) Financial Statement Schedule:

#### II. Valuation and Qualifying Accounts

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All other Schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedule.

**Item 8. Financial Statements and Supplementary Data.**

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management is responsible for establishing and maintaining adequate internal control over financial reporting and for the effectiveness of internal control over financial reporting, as such term is defined in Rule 13a-15(f) or Rule 15d-15(f) of the Exchange Act. Our internal control over financial reporting includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of assets; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements prepared for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2013 based on the framework set forth in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2013.

The effectiveness of our internal control over financial reporting as of December 31, 2013 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

**CBS CORPORATION**

By: /s/ LESLIE MOONVES

Leslie Moonves  
*President*  
*Chief Executive Officer*

By: /s/ JOSEPH R. IANNIELLO

Joseph R. Ianniello  
*Chief Operating Officer*

By: /s/ LAWRENCE LIDING

Lawrence Liding  
*Senior Vice President, Controller*  
*Chief Accounting Officer*

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of CBS Corporation:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, comprehensive income, cash flows, and stockholders' equity present fairly, in all material respects, the financial position of CBS Corporation and its subsidiaries at December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PRICEWATERHOUSECOOPERS LLP  
PricewaterhouseCoopers LLP  
New York, New York  
February 14, 2014

**CBS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In millions, except per share amounts)

|                                                                                                  | Year Ended December 31, |           |           |
|--------------------------------------------------------------------------------------------------|-------------------------|-----------|-----------|
|                                                                                                  | 2013                    | 2012      | 2011      |
| Revenues                                                                                         | \$ 15,284               | \$ 14,089 | \$ 13,637 |
| Expenses:                                                                                        |                         |           |           |
| Operating                                                                                        | 8,813                   | 7,967     | 7,882     |
| Selling, general and administrative                                                              | 2,735                   | 2,634     | 2,598     |
| Restructuring charges (Note 4)                                                                   | 20                      | 19        | 43        |
| Impairment charges (Note 2)                                                                      |                         | 11        |           |
| Depreciation and amortization                                                                    | 457                     | 475       | 495       |
| Total expenses                                                                                   | 12,025                  | 11,106    | 11,018    |
| Operating income                                                                                 | 3,259                   | 2,983     | 2,619     |
| Interest expense                                                                                 | (376)                   | (402)     | (435)     |
| Interest income                                                                                  | 8                       | 6         | 6         |
| Net loss on early extinguishment of debt (Note 8)                                                |                         | (32)      |           |
| Other items, net                                                                                 | 6                       | 6         | (11)      |
| Earnings from continuing operations before income taxes and equity in loss of investee companies | 2,897                   | 2,561     | 2,179     |
| Provision for income taxes                                                                       | (978)                   | (892)     | (751)     |
| Equity in loss of investee companies, net of tax                                                 | (46)                    | (35)      | (37)      |
| Net earnings from continuing operations                                                          | 1,873                   | 1,634     | 1,391     |
| Net earnings (loss) from discontinued operations, net of tax (Note 3)                            | 6                       | (60)      | (86)      |
| Net earnings                                                                                     | \$ 1,879                | \$ 1,574  | \$ 1,305  |
| Basic net earnings (loss) per common share:                                                      |                         |           |           |
| Net earnings from continuing operations                                                          | \$ 3.08                 | \$ 2.55   | \$ 2.09   |
| Net earnings (loss) from discontinued operations                                                 | \$ .01                  | \$ (.09)  | \$ (.13)  |
| Net earnings                                                                                     | \$ 3.09                 | \$ 2.45   | \$ 1.97   |
| Diluted net earnings (loss) per common share:                                                    |                         |           |           |
| Net earnings from continuing operations                                                          | \$ 3.00                 | \$ 2.48   | \$ 2.04   |
| Net earnings (loss) from discontinued operations                                                 | \$ .01                  | \$ (.09)  | \$ (.13)  |
| Net earnings                                                                                     | \$ 3.01                 | \$ 2.39   | \$ 1.92   |
| Weighted average number of common shares outstanding:                                            |                         |           |           |
| Basic                                                                                            | 608                     | 642       | 664       |
| Diluted                                                                                          | 624                     | 659       | 681       |
| Dividends per common share                                                                       | \$ .48                  | \$ .44    | \$ .35    |

See notes to consolidated financial statements.

**CBS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In millions)

|                                                                                                          | Year Ended December 31, |                 |                 |
|----------------------------------------------------------------------------------------------------------|-------------------------|-----------------|-----------------|
|                                                                                                          | 2013                    | 2012            | 2011            |
| <b>Net earnings</b>                                                                                      | \$ 1,879                | \$ 1,574        | \$ 1,305        |
| <b>Other comprehensive income (loss) from continuing operations, net of tax:</b>                         |                         |                 |                 |
| Cumulative translation adjustments                                                                       | (5)                     | 30              | 4               |
| Net actuarial gain (loss) and prior service cost (Note 13)                                               | 213                     | (138)           | (145)           |
| Unrealized gain on securities                                                                            | 1                       |                 |                 |
| Other comprehensive income (loss) from continuing operations, net of tax                                 | 209                     | (108)           | (141)           |
| Other comprehensive loss from discontinued operations, before reclassifications                          | (7)                     | (22)            | (12)            |
| Reclassifications from accumulated other comprehensive loss from discontinued operations to net earnings | (178)                   |                 |                 |
| <b>Total other comprehensive income (loss), net of tax</b>                                               | <b>24</b>               | <b>(130)</b>    | <b>(153)</b>    |
| <b>Total comprehensive income</b>                                                                        | <b>\$ 1,903</b>         | <b>\$ 1,444</b> | <b>\$ 1,152</b> |

See notes to consolidated financial statements.

**CBS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(In millions, except per share amounts)

At December 31,  
2013                  2012

**ASSETS**

## Current Assets:

|                                                             |        |        |
|-------------------------------------------------------------|--------|--------|
| Cash and cash equivalents                                   | \$ 397 | \$ 708 |
| Receivables, less allowances of \$76 (2013) and \$81 (2012) | 3,415  | 3,137  |
| Programming and other inventory (Note 5)                    | 772    | 859    |
| Deferred income tax assets, net (Note 12)                   | 164    | 253    |
| Prepaid income taxes                                        |        | 27     |
| Prepaid expenses                                            | 194    | 206    |
| Other current assets                                        | 392    | 312    |
| Current assets of discontinued operations                   | 36     | 218    |

|                      |       |       |
|----------------------|-------|-------|
| Total current assets | 5,370 | 5,720 |
|----------------------|-------|-------|

## Property and equipment:

|                        |       |       |
|------------------------|-------|-------|
| Land                   | 332   | 330   |
| Buildings              | 743   | 718   |
| Capital leases         | 166   | 194   |
| Advertising structures | 1,695 | 1,689 |
| Equipment and other    | 2,087 | 2,057 |

|                                                |       |       |
|------------------------------------------------|-------|-------|
|                                                | 5,023 | 4,988 |
| Less accumulated depreciation and amortization | 2,787 | 2,717 |

|                            |       |       |
|----------------------------|-------|-------|
| Net property and equipment | 2,236 | 2,271 |
|----------------------------|-------|-------|

|                                          |       |       |
|------------------------------------------|-------|-------|
| Programming and other inventory (Note 5) | 1,697 | 1,582 |
| Goodwill (Note 2)                        | 8,562 | 8,567 |
| Intangible assets (Note 2)               | 6,430 | 6,515 |
| Other assets (Note 1)                    | 2,010 | 1,551 |
| Assets of discontinued operations        | 82    | 260   |

|              |           |           |
|--------------|-----------|-----------|
| Total Assets | \$ 26,387 | \$ 26,466 |
|--------------|-----------|-----------|

**LIABILITIES AND STOCKHOLDERS' EQUITY**

## Current Liabilities:

|                                                |        |        |
|------------------------------------------------|--------|--------|
| Accounts payable                               | \$ 371 | \$ 386 |
| Accrued expenses                               | 668    | 636    |
| Accrued compensation                           | 389    | 374    |
| Participants' share and royalties payable      | 1,008  | 953    |
| Program rights                                 | 398    | 455    |
| Deferred revenues                              | 292    | 232    |
| Income taxes payable                           | 55     |        |
| Commercial paper (Note 8)                      | 475    |        |
| Current portion of long-term debt (Note 8)     | 21     | 18     |
| Other current liabilities                      | 496    | 646    |
| Current liabilities of discontinued operations | 34     | 241    |

|                           |       |       |
|---------------------------|-------|-------|
| Total current liabilities | 4,207 | 3,941 |
|---------------------------|-------|-------|

|                                                          |       |       |
|----------------------------------------------------------|-------|-------|
| Long-term debt (Note 8)                                  | 5,940 | 5,904 |
| Participants' share and royalties payable                | 1,122 | 965   |
| Pension and postretirement benefit obligations (Note 13) | 1,330 | 1,860 |
| Deferred income tax liabilities, net (Note 12)           | 1,583 | 1,254 |
| Other liabilities                                        | 2,091 | 2,157 |
| Liabilities of discontinued operations                   | 148   | 172   |

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## Commitments and contingencies (Note 14)

### Stockholders' Equity:

Class A Common Stock, par value \$.001 per share; 375 shares authorized;

39 (2013) and 43 (2012) shares issued

Class B Common Stock, par value \$.001 per share; 5,000 shares authorized;

801 (2013) and 785 (2012) shares issued

|                            |        |        |
|----------------------------|--------|--------|
|                            | 1      | 1      |
| Additional paid-in capital | 43,474 | 43,424 |

|                     |          |          |
|---------------------|----------|----------|
| Accumulated deficit | (24,890) | (26,769) |
|---------------------|----------|----------|

|                                               |       |       |
|-----------------------------------------------|-------|-------|
| Accumulated other comprehensive loss (Note 1) | (545) | (569) |
|-----------------------------------------------|-------|-------|

|                                                                        |        |        |
|------------------------------------------------------------------------|--------|--------|
|                                                                        | 18,040 | 16,087 |
| Less treasury stock, at cost; 244 (2013) and 198 (2012) Class B Shares | 8,074  | 5,874  |

|                            |       |        |
|----------------------------|-------|--------|
| Total Stockholders' Equity | 9,966 | 10,213 |
|----------------------------|-------|--------|

|                                            |           |           |
|--------------------------------------------|-----------|-----------|
| Total Liabilities and Stockholders' Equity | \$ 26,387 | \$ 26,466 |
|--------------------------------------------|-----------|-----------|

See notes to consolidated financial statements.

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**CBS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In millions)

|                                                                                                                     | Year Ended December 31, |              |              |
|---------------------------------------------------------------------------------------------------------------------|-------------------------|--------------|--------------|
|                                                                                                                     | 2013                    | 2012         | 2011         |
| <b>Operating Activities:</b>                                                                                        |                         |              |              |
| Net earnings                                                                                                        | \$ 1,879                | \$ 1,574     | \$ 1,305     |
| Less: Net earnings (loss) from discontinued operations                                                              | 6                       | (60)         | (86)         |
| Net earnings from continuing operations                                                                             | 1,873                   | 1,634        | 1,391        |
| Adjustments to reconcile net earnings from continuing operations to net cash flow provided by operating activities: |                         |              |              |
| Depreciation and amortization                                                                                       | 457                     | 475          | 495          |
| Impairment charges                                                                                                  |                         | 11           |              |
| Deferred tax provision                                                                                              | 425                     | 442          | 452          |
| Stock-based compensation                                                                                            | 229                     | 153          | 139          |
| Redemption of debt                                                                                                  |                         | (28)         |              |
| Net (gain) loss on disposition and write-down of assets                                                             | (30)                    |              | 12           |
| Equity in loss of investee companies, net of tax and distributions                                                  | 59                      | 52           | 50           |
| Amortization of deferred financing costs                                                                            | 10                      | 12           | 13           |
| Change in assets and liabilities, net of investing and financing activities                                         |                         |              |              |
| Increase in receivables                                                                                             | (739)                   | (238)        | (10)         |
| Decrease (increase) in inventory and related program and participation liabilities, net                             | 48                      | (414)        | (159)        |
| (Increase) decrease in other assets                                                                                 | (8)                     | 28           | 43           |
| Decrease in accounts payable and accrued expenses                                                                   | (142)                   | (10)         | (107)        |
| Decrease in pension and postretirement benefit obligations                                                          | (189)                   | (192)        | (381)        |
| Decrease in income taxes                                                                                            | (17)                    | (81)         | (27)         |
| Increase (decrease) in deferred revenue                                                                             | 64                      | (17)         | (85)         |
| Other, net                                                                                                          | 4                       | (8)          | 6            |
| Net cash flow provided by operating activities from continuing operations                                           | 2,044                   | 1,819        | 1,832        |
| Net cash flow used for operating activities from discontinued operations                                            | (171)                   | (4)          | (83)         |
| <b>Net cash flow provided by operating activities</b>                                                               | <b>1,873</b>            | <b>1,815</b> | <b>1,749</b> |
| <b>Investing Activities:</b>                                                                                        |                         |              |              |
| Acquisitions, net of cash acquired                                                                                  | (32)                    | (146)        | (75)         |
| Capital expenditures                                                                                                | (270)                   | (254)        | (245)        |
| Investments in and advances to investee companies                                                                   | (176)                   | (91)         | (79)         |
| Proceeds from sale of investments                                                                                   | 30                      | 13           | 12           |
| Proceeds from dispositions                                                                                          | 193                     | 49           | 18           |
| Net cash flow used for investing activities from continuing operations                                              | (255)                   | (429)        | (369)        |
| Net cash flow used for investing activities from discontinued operations                                            | (17)                    | (22)         | (20)         |
| <b>Net cash flow used for investing activities</b>                                                                  | <b>(272)</b>            | <b>(451)</b> | <b>(389)</b> |
| <b>Financing Activities:</b>                                                                                        |                         |              |              |
| Proceeds from short-term debt borrowings, net                                                                       | 475                     |              |              |
| Proceeds from issuance of notes                                                                                     |                         | 1,566        |              |
| Repayment of notes and debentures                                                                                   |                         | (1,583)      |              |
| Payment of capital lease obligations                                                                                | (17)                    | (19)         | (19)         |
| Payment of contingent consideration                                                                                 | (30)                    | (33)         |              |

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|                                                                                 |                |                |                |
|---------------------------------------------------------------------------------|----------------|----------------|----------------|
| Dividends                                                                       | (300)          | (276)          | (206)          |
| Purchase of Company common stock                                                | (2,185)        | (1,137)        | (1,012)        |
| Payment of payroll taxes in lieu of issuing shares for stock-based compensation | (145)          | (105)          | (82)           |
| Proceeds from exercise of stock options                                         | 146            | 168            | 72             |
| Excess tax benefit from stock-based compensation                                | 148            | 103            | 72             |
| Other financing activities                                                      | (4)            |                | (5)            |
| <b>Net cash flow used for financing activities</b>                              | <b>(1,912)</b> | <b>(1,316)</b> | <b>(1,180)</b> |
| Net (decrease) increase in cash and cash equivalents                            | (311)          | 48             | 180            |
| Cash and cash equivalents at beginning of year                                  | 708            | 660            | 480            |
| <b>Cash and cash equivalents at end of year</b>                                 | <b>\$ 397</b>  | <b>\$ 708</b>  | <b>\$ 660</b>  |

See notes to consolidated financial statements.

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**CBS CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(In millions)

|                                                              | Year Ended December 31, |          |        |           |        |          |
|--------------------------------------------------------------|-------------------------|----------|--------|-----------|--------|----------|
|                                                              | 2013                    |          | 2012   |           | 2011   |          |
|                                                              | Shares                  | Amount   | Shares | Amount    | Shares | Amount   |
| <b>Class A Common Stock:</b>                                 |                         |          |        |           |        |          |
| Balance, beginning of year                                   | 43                      | \$       | 44     | \$        | 44     | \$       |
| Conversion of A shares into B shares                         | (4)                     |          | (1)    |           |        |          |
| Balance, end of year                                         | 39                      |          | 43     |           | 44     |          |
| <b>Class B Common Stock:</b>                                 |                         |          |        |           |        |          |
| Balance, beginning of year                                   | 785                     | 1        | 769    | 1         | 757    | 1        |
| Conversion of A shares into B shares                         | 4                       |          | 1      |           |        |          |
| Issuance of stock for RSU vests                              | 7                       |          | 8      |           | 9      |          |
| Exercise of stock options                                    | 8                       |          | 10     |           | 7      |          |
| Retirement of Treasury Stock                                 | (3)                     |          | (3)    |           | (4)    |          |
| Balance, end of year                                         | 801                     | 1        | 785    | 1         | 769    | 1        |
| <b>Additional Paid-In Capital:</b>                           |                         |          |        |           |        |          |
| Balance, beginning of year                                   |                         | 43,424   |        | 43,395    |        | 43,443   |
| Stock-based compensation                                     |                         | 187      |        | 147       |        | 135      |
| Tax benefits related to employee stock-based transactions    |                         | 159      |        | 104       |        | 64       |
| Exercise of stock options                                    |                         | 144      |        | 170       |        | 72       |
| Retirement of Treasury Stock                                 |                         | (145)    |        | (105)     |        | (82)     |
| Dividends                                                    |                         | (295)    |        | (287)     |        | (237)    |
| Balance, end of year                                         |                         | 43,474   |        | 43,424    |        | 43,395   |
| <b>Accumulated Deficit:</b>                                  |                         |          |        |           |        |          |
| Balance, beginning of year                                   |                         | (26,769) |        | (28,343)  |        | (29,648) |
| Net earnings                                                 |                         | 1,879    |        | 1,574     |        | 1,305    |
| Balance, end of year                                         |                         | (24,890) |        | (26,769)  |        | (28,343) |
| <b>Accumulated Other Comprehensive Loss:</b>                 |                         |          |        |           |        |          |
| Balance, beginning of year                                   |                         | (569)    |        | (439)     |        | (286)    |
| Other comprehensive income (loss)                            |                         | 24       |        | (130)     |        | (153)    |
| Balance, end of year                                         |                         | (545)    |        | (569)     |        | (439)    |
| <b>Treasury Stock, at cost:</b>                              |                         |          |        |           |        |          |
| Balance, beginning of year                                   | 198                     | (5,874)  | 162    | (4,706)   | 120    | (3,689)  |
| Class B Common Stock purchased                               | 46                      | (2,201)  | 36     | (1,170)   | 42     | (1,019)  |
| Shares paid for tax withholding for stock-based compensation | 3                       | (145)    | 3      | (105)     | 4      | (82)     |
| Issuance of stock for deferred compensation                  |                         | 1        |        | 2         |        | 2        |
| Retirement of Treasury Stock                                 | (3)                     | 145      | (3)    | 105       | (4)    | 82       |
| Balance, end of year                                         | 244                     | (8,074)  | 198    | (5,874)   | 162    | (4,706)  |
| <b>Total Stockholders' Equity</b>                            |                         | \$ 9,966 |        | \$ 10,213 |        | \$ 9,908 |

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See notes to consolidated financial statements.

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**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(Tabular dollars in millions, except per share amounts)

**1) BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Description of Business* CBS Corporation (together with its consolidated subsidiaries unless the context otherwise requires, the "Company" or "CBS Corp.") is comprised of the following segments: Entertainment (CBS Television, comprised of the CBS Television Network, CBS Television Studios, CBS Global Distribution Group; CBS Films; and CBS Interactive), Cable Networks (Showtime Networks, CBS Sports Network and Smithsonian Networks), Publishing (Simon & Schuster), Local Broadcasting (CBS Television Stations and CBS Radio) and Outdoor Americas (CBS Outdoor). On September 30, 2013, the Company completed the sale of its outdoor advertising business in Europe, which included an interest in an outdoor business in Asia ("Outdoor Europe"). Outdoor Europe has been presented as a discontinued operation in the Company's consolidated financial statements for all periods presented.

During 2013, the Company announced its intention to separate its Outdoor Americas business and, subject to receiving an Internal Revenue Service ("IRS") ruling, convert this business into a real estate investment trust ("REIT"). Subject to market conditions and customary approvals, CBS Outdoor Americas Inc., a subsidiary of the Company which holds the Outdoor Americas business ("CBS Outdoor Americas Inc."), expects to sell up to 20% of its common stock through an initial public offering ("IPO") during the first quarter of 2014. At a time subsequent to the IPO, the Company intends to dispose of the remaining shares of CBS Outdoor Americas Inc. that it will own after the completion of the IPO.

*Principles of Consolidation* The consolidated financial statements include the accounts of CBS Corp. and all of its subsidiaries in which a controlling interest is maintained. Controlling interest is determined by majority ownership interest and the absence of substantive third party participating rights. Investments over which the Company has a significant influence or ownership of more than 20% but less than or equal to 50%, without a controlling interest, are accounted for under the equity method. Investments of 20% or less, over which the Company has no significant influence, are accounted for under the cost method if the fair value is not readily determinable and are accounted for as available for sale securities if the fair value is readily determinable. All significant intercompany transactions have been eliminated.

*Reclassifications* Certain amounts reported for prior years have been reclassified to conform to the current year's presentation.

*Use of Estimates* The preparation of the Company's financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

*Cash and Cash Equivalents* Cash and cash equivalents consist of cash on hand and short-term (maturities of three months or less at the date of purchase) highly liquid investments, including money market funds, commercial paper and bank time deposits.

*Programming Inventory* The Company acquires rights to programming and produces programming to exhibit on its broadcast and cable networks, broadcast television and radio stations, and in theaters. The costs incurred in acquiring and producing programs and theatrical films are capitalized and amortized over

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular dollars in millions, except per share amounts)**

the license period or projected useful life of the programming. Program rights and the related liabilities are recorded at the gross amount of the liabilities when the license period has begun, the cost of the program is determinable, and the program is accepted and available for airing.

Television and theatrical film production costs (which include direct production costs, production overhead and acquisition costs) are stated at the lower of amortized cost or net realizable value. The Company then estimates total revenues to be earned and costs to be incurred throughout the life of each television program or theatrical film. For television programming, estimates for remaining total lifetime revenues are limited to the amount of revenue contracted for each episode in the initial market. Accordingly, television programming costs and participation costs incurred in excess of the amount of revenue contracted for each episode in the initial market are expensed as incurred on an episode by episode basis. Estimates for all secondary market revenues such as domestic and foreign syndication, basic cable, digital streaming, home entertainment and merchandising are included in the estimated lifetime revenues of such television programming once it can be demonstrated that a program can be successfully licensed in such secondary market. Television programming costs incurred subsequent to the establishment of the secondary market are initially capitalized and amortized, and estimated liabilities for participations are accrued, based on the proportion that current period revenues bear to the estimated remaining total lifetime revenues.

The costs incurred in acquiring television series and feature film programming are capitalized when the program is accepted and available for airing. These costs are amortized over the period in which an economic benefit is expected to be derived based on the timing of the Company's usage of and benefit from such programming. The costs of programming rights licensed under multi-year sports programming agreements are capitalized if the rights payments are made before the related economic benefit has been received. These costs are expensed over the period in which an economic benefit is expected to be derived based on the relative value of the events broadcast by the Company during a period. The relative value for an event is determined based on the revenues generated for that event in relation to the estimated total revenues over the remaining term of the sports programming agreement. For the Company's multi-year sports programming agreements where the rights payments for a season approximate the relative value of the events broadcast by the Company during that season, those rights payments are expensed during such season.

Lifetime revenue estimates for internally produced television programming and theatrical films, and the estimated economic benefit for the acquired programming, including revenue projections for multi-year sports programming, are periodically reviewed and adjustments, if any, will result in changes to amortization rates, future net realizable value adjustments and/or estimated accruals for participation expense.

*Property and Equipment* Property and equipment is stated at cost. Depreciation is computed by the straight-line method over estimated useful lives as follows:

|                                                |                                      |
|------------------------------------------------|--------------------------------------|
| Buildings                                      | 20 to 40 years                       |
| Leasehold Improvements                         | Shorter of lease term or useful life |
| Advertising Structures                         | 5 to 20 years                        |
| Equipment and other (including capital leases) | 3 to 20 years                        |

Depreciation expense, including capitalized lease amortization, was \$357 million (2013), \$369 million (2012) and \$374 million (2011). Amortization expense related to capital leases was \$17 million (2013) and

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular dollars in millions, except per share amounts)**

\$19 million (2012 and 2011). Accumulated amortization of capital leases was \$62 million at December 31, 2013 and \$131 million at December 31, 2012.

***Impairment of Long-Lived Assets*** The Company assesses long-lived assets and intangible assets, other than goodwill and intangible assets with indefinite lives, for impairment whenever there is an indication that the carrying amount of the asset may not be recoverable. Recoverability of these assets is determined by comparing the forecasted undiscounted cash flows generated by these assets to their net carrying value. The amount of impairment loss, if any, will generally be measured by the difference between the net book value and the estimated fair value of the asset.

***Impairment of Investments*** Investments are reviewed for impairment on a quarterly basis by comparing their fair value to their respective carrying amounts. The Company determines the fair value of its public company investments by reference to their publicly traded stock price. With respect to private company investments, the Company makes its estimate of fair value by considering recent investee equity transactions, discounted cash flow analyses, recent operating results, estimates based on comparable public company operating cash flow multiples and, in certain situations, balance sheet liquidation values. If the fair value of the investment has dropped below the carrying amount, management considers several factors when determining whether an other-than-temporary decline has occurred. These factors include the length of the time and the extent to which the estimated fair value or market value has been below the carrying value, the financial condition and the near-term prospects of the investee, the intent and ability of the Company to retain its investment in the investee for a period of time sufficient to allow for any anticipated recovery in market value, and other factors influencing the fair market value, such as general market conditions.

***Goodwill and Intangible Assets*** Goodwill is allocated to various reporting units, which are generally one level below the Company's operating segments. Intangible assets with finite lives, which primarily consist of permits and leasehold agreements, franchise agreements and trade names, are generally amortized by the straight-line method over their estimated useful lives, which range from 4 to 40 years. Goodwill and other intangible assets with indefinite lives, which consist of FCC licenses, are not amortized but are tested for impairment on an annual basis and between annual tests if events occur or circumstances change that would more likely than not reduce the fair value below its carrying amount. If the carrying value of goodwill or the intangible asset exceeds its fair value, an impairment loss is recognized as a noncash charge.

***Other Assets*** Other assets include noncurrent receivables of \$1.56 billion at December 31, 2013 and \$1.10 billion at December 31, 2012.

***Other Liabilities*** Other liabilities consist primarily of the noncurrent portion of residual liabilities of previously disposed businesses, program rights obligations, deferred compensation and other employee benefit accruals.

***Discontinued Operations*** The consolidated financial statements present Outdoor Europe as a discontinued operation (See Note 3). In addition, certain businesses that were previously disposed of by the Company prior to January 1, 2002, were accounted for as discontinued operations in accordance with accounting rules in effect prior to 2002. Assets and liabilities in discontinued operations related to these previously disposed businesses primarily include aircraft leases that were liquidated during 2013.

***Revenue Recognition*** Advertising revenues, net of agency commissions, are recognized in the period during which advertising spots are aired or displayed. If there is a guarantee to deliver a targeted audience

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular dollars in millions, except per share amounts)**

rating, revenues are recognized for the actual audience rating delivered, based on the ratings data published by independent audience ratings measurement companies. Revenues are deferred for any shortfall in the audience rating with respect to an advertising spot until such time as the required audience rating is delivered. Revenues from providing advertising space on outdoor structures are recognized ratably over the contract terms.

Revenues from the licensing of television programming are recognized in the period that the television series is made available to the licensee, which may cause fluctuations in operating results. Television series initially produced for networks and first-run syndication are generally licensed to domestic and international markets concurrently. The more successful network series are later licensed to television stations, cable networks, certain additional international markets and for digital streaming. The length of the revenue cycle for television series will vary depending on the number of seasons a series remains in active production.

Affiliate and subscription fees for cable and broadcast networks, television stations and online content are recognized in the period the service is provided. Costs for advertising and marketing services provided to the Company by cable, satellite and other distributors are recorded in selling, general and administrative expenses.

Publishing revenues are recognized when merchandise is shipped or electronically delivered to the consumer. The Company records a provision for sales returns and allowances at the time of sale based upon historical trends which allow for a percentage of revenue recognized.

Deferred revenues primarily consist of revenues related to advertising arrangements and the licensing of television programming for which the revenues have not yet been earned. The amounts classified as current are expected to be earned within the next twelve months.

*Sales of Multiple Products or Services* Revenues derived from a single sales contract that contains multiple products and services are allocated based on the relative fair value of each delivered item and recognized in accordance with the applicable revenue recognition criteria for the specific unit of accounting.

*Collaborative Arrangements* Collaborative arrangements primarily consist of joint efforts with third parties to produce and distribute programming such as television series and live sporting events, including the 14-year agreement between the Company and Turner Broadcasting System, Inc. to telecast the *NCAA Division I Men's Basketball Championship* ("NCAA Tournament"), which began in 2011. In connection with this agreement for the NCAA Tournament, advertisements aired on CBS Television Network are recorded as revenues and the Company's share of the program rights fees and other operating costs are recorded as operating expenses.

For episodic television programming, co-production costs are initially capitalized as programming inventory and amortized over the television series' estimated economic life. In such arrangements where the Company has distribution rights, all proceeds generated from such distribution are recorded as revenues and any participation profits due to third party collaborators are recorded as operating expenses. In co-production arrangements where third party collaborators have distribution rights, the Company's net participating profits are recorded as revenues.

Amounts attributable to transactions arising from collaborative arrangements between participants were not material to the Company's consolidated financial statements for all periods presented.

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular dollars in millions, except per share amounts)**

*Advertising* Advertising costs are expensed as incurred. The Company incurred total advertising expenses of \$450 million (2013), \$419 million (2012) and \$399 million (2011).

*Interest* Costs associated with the refinancing or issuance of debt, as well as debt discounts or premiums, are recorded as interest over the term of its related debt. The Company may enter into interest rate exchange agreements; the amount to be paid or received under such agreements is accrued and recognized over the life of the agreements as an adjustment to interest expense.

*Income Taxes* The provision for income taxes includes federal, state, local, and foreign taxes. Deferred tax assets and liabilities are recognized for the estimated future tax effects of temporary differences between the financial statement carrying amounts and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which the temporary differences are expected to be reversed. The Company evaluates the realizability of deferred tax assets and establishes a valuation allowance when it is more likely than not that all or a portion of deferred tax assets will not be realized. For tax positions taken in a previously filed tax return or expected to be taken in a future tax return, the Company evaluates each position to determine whether it is more likely than not that the tax position will be sustained upon examination, based on the technical merits of the position. A tax position that meets the more-likely-than-not recognition threshold is subject to a measurement assessment to determine the amount of benefit to recognize in the Consolidated Statement of Operations and the appropriate reserve to establish, if any. If a tax position does not meet the more-likely-than-not recognition threshold a tax reserve is established and no benefit is recognized. A number of years may elapse before a tax return containing tax matters for which a reserve has been established is audited and finally resolved.

*Foreign Currency Translation and Transactions* The Company's assets and liabilities denominated in foreign currencies are translated at foreign exchange rates in effect at the balance sheet date, while results of operations are translated at average foreign exchange rates for the respective periods. The resulting translation gains or losses are included as a separate component of stockholders' equity in accumulated other comprehensive income (loss). Foreign currency transaction gains and losses have been included in "Other items, net" in the Consolidated Statements of Operations.

*Provision for Doubtful Accounts* The provision for doubtful accounts is estimated based on historical bad debt experience, the aging of accounts receivable, industry trends and economic indicators, as well as recent payment history for specific customers. The provision for doubtful accounts charged to expense was \$15 million (2013), \$17 million (2012) and \$24 million (2011).

*Net Earnings (Loss) per Common Share* Basic earnings (loss) per share ("EPS") is based upon net earnings (loss) divided by the weighted average number of common shares outstanding during the period. Diluted EPS reflects the effect of the assumed exercise of stock options and vesting of restricted stock units ("RSUs") and market-based performance share units ("PSUs") only in the periods in which such effect would have been dilutive. For the years ended December 31, 2013, 2012 and 2011, stock options to purchase 2 million, 4 million and 21 million shares of Class B Common Stock, respectively, were outstanding but excluded from the calculation of diluted EPS because their inclusion would have been anti-dilutive.

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular dollars in millions, except per share amounts)**

The table below presents a reconciliation of weighted average shares used in the calculation of basic and diluted EPS.

| Year Ended December 31,                                                 | 2013 | 2012 | 2011 |
|-------------------------------------------------------------------------|------|------|------|
| <b>(in millions)</b>                                                    |      |      |      |
| Weighted average shares for basic EPS                                   | 608  | 642  | 664  |
| Dilutive effect of shares issuable under stock-based compensation plans | 16   | 17   | 17   |
| Weighted average shares for diluted EPS                                 | 624  | 659  | 681  |

*Accumulated Other Comprehensive Income* The following table presents the changes in the components of accumulated other comprehensive income (loss).

|                                                            | Continuing Operations              |                                                  | Discontinued Operations       |                                                  | Accumulated Other Comprehensive Income |
|------------------------------------------------------------|------------------------------------|--------------------------------------------------|-------------------------------|--------------------------------------------------|----------------------------------------|
|                                                            | Cumulative Translation Adjustments | Net Actuarial Gain (Loss) and Prior Service Cost | Unrealized Gain on Securities | Other Comprehensive Income (Loss) <sup>(b)</sup> | (Loss)                                 |
| At December 31, 2010                                       | \$ 158                             | \$ (665)                                         | \$ 2                          | \$ 219                                           | \$ (286)                               |
| Other comprehensive income (loss)                          | 4                                  | (145)                                            |                               | (12)                                             | (153)                                  |
| At December 31, 2011                                       | 162                                | (810)                                            | 2                             | 207                                              | (439)                                  |
| Other comprehensive income (loss)                          | 30                                 | (138)                                            |                               | (22)                                             | (130)                                  |
| At December 31, 2012                                       | 192                                | (948)                                            | 2                             | 185                                              | (569)                                  |
| Other comprehensive income (loss) before reclassifications | (5)                                | 169                                              | 1                             | (7)                                              | 158                                    |
| Reclassifications to net earnings                          |                                    | 44 <sup>(a)</sup>                                |                               | (178) <sup>(c)</sup>                             | (134)                                  |
| Other comprehensive income (loss)                          | (5)                                | 213                                              | 1                             | (185)                                            | 24                                     |
| At December 31, 2013                                       | \$ 187                             | \$ (735)                                         | \$ 3                          | \$                                               | \$ (545)                               |

(a) See Note 13 for details of items reclassified from accumulated other comprehensive income (loss) to net earnings.

(b) Primarily reflects cumulative translation adjustments.

(c) Reclassified from accumulated other comprehensive income (loss) to net earnings (loss) from discontinued operations in connection with the disposal of Outdoor Europe (See Note 3).

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The net actuarial gain (loss) and prior service cost related to pension and other postretirement benefit plans included in other comprehensive income (loss) is net of a tax (provision) benefit for the years ended December 31, 2013, 2012 and 2011 of \$(135) million, \$80 million and \$77 million, respectively, and other comprehensive loss from discontinued operations is net of a tax benefit of \$1 million for each of the years ended December 31, 2013, 2012 and 2011. The tax provision related to the unrealized gain on securities is minimal for all periods presented.

*Stock-based Compensation* The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The cost is recognized over the vesting period during which an employee is required to provide service in exchange for the award.

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular dollars in millions, except per share amounts)**

The following table summarizes the Company's stock-based compensation expense for the years ended December 31, 2013, 2012 and 2011.

| <b>Year Ended December 31,</b>                        | <b>2013</b> | <b>2012</b> | <b>2011</b> |
|-------------------------------------------------------|-------------|-------------|-------------|
| RSUs and PSUs                                         | \$ 136      | \$ 111      | \$ 99       |
| Stock options and equivalents                         | 93          | 42          | 40          |
| Stock-based compensation expense, before income taxes | 229         | 153         | 139         |
| Related tax benefit                                   | (89)        | (59)        | (54)        |
| Stock-based compensation expense, net of tax benefit  | \$ 140      | \$ 94       | \$ 85       |

Stock-based compensation included in net earnings (loss) from discontinued operations was \$8 million for 2013, and \$1 million for both 2012 and 2011.

#### **Adoption of New Accounting Standards**

##### *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*

During the first quarter of 2013, the Company adopted the Financial Accounting Standards Board's ("FASB") guidance which requires disclosure of significant amounts reclassified out of accumulated other comprehensive income by component and their corresponding effect on the respective line items of net income.

#### **Recent Pronouncements**

##### *Presentation of Reserves for Uncertain Tax Positions when a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*

In July 2013, the FASB issued guidance on the presentation of the reserve for uncertain tax positions when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. This guidance requires the reserve for uncertain tax positions to be presented in the financial statements as a reduction to the deferred tax asset for a tax loss or other tax carryforward that would be applied in the settlement of the uncertain tax position. This guidance is effective for interim and annual reporting periods beginning after December 15, 2013, with early adoption permitted, and should be applied prospectively to all unrecognized tax benefits that exist at the effective date. Retrospective application is also permitted. The adoption of this guidance will not have a material effect on the Company's consolidated financial statements.

##### *Obligations Resulting from Joint and Several Liability Arrangements*

In February 2013, the FASB issued guidance on the recognition, measurement and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date. Under this guidance, the Company is required to measure its obligations under such arrangements as the sum of the amount it agreed to pay in the arrangement among its co-obligors and any additional amount the Company expects to pay on behalf of its co-obligors. The Company is also required to disclose the nature and amount of the obligation. The adoption of this guidance will not have a material effect on the Company's consolidated financial statements, which is effective for reporting periods beginning after December 15, 2013.

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular dollars in millions, except per share amounts)**

**2) GOODWILL AND OTHER INTANGIBLE ASSETS**

The Company performs an annual fair value-based impairment test of goodwill and intangible assets with indefinite lives, primarily comprised of FCC licenses, during the fourth quarter and also between annual tests if an event occurs or if circumstances change that would more likely than not reduce the fair value of a reporting unit or an indefinite-lived intangible asset below its carrying value. Goodwill is tested for impairment at the reporting unit level, which is one level below or the same as an operating segment. FCC licenses are tested for impairment at the geographic market level. The Company considers each geographic market, which is comprised of all of the Company's radio or television stations within that geographic market, to be a single unit of accounting because the FCC licenses at this level represent their highest and best use.

For 2013, in accordance with amended FASB guidance for goodwill and intangibles impairment testing, the Company performed qualitative assessments for seven reporting units, eight radio markets, and ten television markets which management estimates each have fair values that exceed their respective carrying values by 20% or more. For each reporting unit, the Company weighed the relative impact of factors that are specific to the reporting unit as well as industry and macroeconomic factors. For each radio and television market, the Company weighed the relative impact of market-specific and macroeconomic factors. Based on the qualitative assessments, considering the aggregation of the relevant factors, the Company concluded that it is not more likely than not that the fair values of these reporting units and the fair value of FCC licenses within each market are less than their respective carrying amounts. Therefore, performing the quantitative impairment test was unnecessary.

For 2013, the Company performed the two-step quantitative goodwill impairment test for the remaining two reporting units, CBS Interactive and CBS Radio. The first step of the goodwill impairment test examines whether the carrying value of a reporting unit exceeds its fair value. If the carrying value exceeds the fair value, the second step of the test compares the implied fair value of a reporting unit's goodwill with the carrying value of its goodwill to determine the amount of impairment charge, if any. The estimated fair value of each reporting unit for which step one of the impairment test is performed is computed based upon the present value of future cash flows ("Discounted Cash Flow Method") and both the traded and transaction values of comparable businesses ("Market Comparable Method"). The Discounted Cash Flow Method and Market Comparable Method resulted in substantially equal fair values. The Discounted Cash Flow Method includes the Company's assumptions for growth rates, operating margins and capital expenditures for the projection period plus the residual value of the business at the end of the projection period. The estimated growth rates, operating margins and capital expenditures for the projection period are based on the Company's internal forecasts of future performance as well as historical trends. The residual value is estimated based on a perpetual nominal growth rate, which is based on projected long-range inflation and long-term industry projections, and for 2013 was 3.0% for CBS Interactive and 1.5% for CBS Radio. The discount rates, which for 2013 were 9.5% for CBS Interactive and 8.0% for CBS Radio, are determined based on the average of the weighted average cost of capital of comparable entities.

Based on the 2013 annual impairment test, for each of the two reporting units for which the Company performed the first step of the impairment test, the estimated fair values exceeded the respective carrying values and therefore the second step of the impairment test was unnecessary.

For each of the remaining eighteen radio and four television markets, the Company performed the quantitative impairment test that compares the estimated fair value of the FCC licenses by geographic market with their respective carrying values. The estimated fair value of each FCC license is computed

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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using the Greenfield Discounted Cash Flow Method ("Greenfield Method"), which attempts to isolate the income that is attributable to the license alone. The Greenfield Method is based upon modeling a hypothetical start-up station and building it up to a normalized operation that, by design, lacks inherent goodwill and whose other assets have essentially been added as part of the build-up process. The Greenfield Method adds the present value of the estimated annual cash flows of the start-up station over a projection period to the residual value at the end of the projection period. The annual cash flows over the projection period include assumptions for overall advertising revenues in the relevant geographic market, the start-up station's operating costs and capital expenditures, and a three-year build-up period for the start-up station to reach a normalized state of operations, which reflects the point at which it achieves an average market share. In order to estimate the revenues of a start-up station, the total market advertising revenue in the subject market is estimated based on recent industry projections. Operating costs and capital expenditures are estimated based on both industry and internal data. The residual value is calculated using a perpetual nominal growth rate, which is based on projected long-range inflation in the U.S. and long-term industry projections. The discount rate is determined based on the average of the weighted average cost of capital of comparable entities in the broadcast industry. For each television station and radio station, the discount rate used for 2013 was 8.0% and the perpetual nominal growth rates used were 2.5% and 1.5%, respectively.

For its 2013 annual impairment test the Company concluded that the estimated fair values of the indefinite-lived intangible assets for which it performed a quantitative assessment exceeded the respective carrying values and therefore no impairment charge was required.

**CBS CORPORATION AND SUBSIDIARIES**  
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During 2012, in connection with the sale of its five owned radio stations in West Palm Beach, the Company recorded a pre-tax noncash impairment charge of \$11 million to reduce the carrying value of the allocated goodwill.

For the years ended December 31, 2013 and 2012, the changes in the book value of goodwill by segment were as follows:

|                               | Balance at<br>December 31,<br>2012 | Acquisitions | Dispositions | Other <sup>(a)</sup> | Balance at<br>December 31,<br>2013 |
|-------------------------------|------------------------------------|--------------|--------------|----------------------|------------------------------------|
| <b>Entertainment:</b>         |                                    |              |              |                      |                                    |
| Goodwill                      | \$ 9,460                           | \$ 7         |              | \$                   | \$ 9,467                           |
| Accumulated impairment losses | (6,294)                            |              |              |                      | (6,294)                            |
| Goodwill, net of impairment   | 3,166                              | 7            |              |                      | 3,173                              |
| <b>Cable Networks:</b>        |                                    |              |              |                      |                                    |
| Goodwill                      | 480                                |              |              |                      | 480                                |
| Accumulated impairment losses |                                    |              |              |                      |                                    |
| Goodwill, net of impairment   | 480                                |              |              |                      | 480                                |
| <b>Publishing:</b>            |                                    |              |              |                      |                                    |
| Goodwill                      | 407                                |              |              | (1)                  | 406                                |
| Accumulated impairment losses |                                    |              |              |                      |                                    |
| Goodwill, net of impairment   | 407                                |              |              | (1)                  | 406                                |
| <b>Local Broadcasting:</b>    |                                    |              |              |                      |                                    |
| Goodwill                      | 23,209                             |              |              |                      | 23,209                             |
| Accumulated impairment losses | (20,572)                           |              |              |                      | (20,572)                           |
| Goodwill, net of impairment   | 2,637                              |              |              |                      | 2,637                              |
| <b>Outdoor Americas:</b>      |                                    |              |              |                      |                                    |
| Goodwill                      | 9,584                              |              | (39)         | (5)                  | 9,540                              |
| Accumulated impairment losses | (7,707)                            |              | 33           |                      | (7,674)                            |
| Goodwill, net of impairment   | 1,877                              |              | (6)          | (5)                  | 1,866                              |
| <b>Total:</b>                 |                                    |              |              |                      |                                    |
| Goodwill                      | 43,140                             | 7            | (39)         | (6)                  | 43,102                             |
| Accumulated impairment losses | (34,573)                           |              | 33           |                      | (34,540)                           |
| Goodwill, net of impairment   | \$ 8,567                           | \$ 7         | \$ (6)       | \$ (6)               | \$ 8,562                           |

(a)

Primarily includes foreign currency translation adjustments.

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**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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|                               | Balance at<br>December 31,<br>2011 | Acquisitions | Dispositions | Impairment | Other<br>(a) | Balance at<br>December 31,<br>2012 |
|-------------------------------|------------------------------------|--------------|--------------|------------|--------------|------------------------------------|
| <b>Entertainment:</b>         |                                    |              |              |            |              |                                    |
| Goodwill                      | \$ 9,456                           | \$ 4         | \$           | \$         | \$           | \$ 9,460                           |
| Accumulated impairment losses | (6,294)                            |              |              |            |              | (6,294)                            |
| Goodwill, net of impairment   | 3,162                              | 4            |              |            |              | 3,166                              |
| <b>Cable Networks:</b>        |                                    |              |              |            |              |                                    |
| Goodwill                      | 480                                |              |              |            |              | 480                                |
| Accumulated impairment losses |                                    |              |              |            |              |                                    |
| Goodwill, net of impairment   | 480                                |              |              |            |              | 480                                |
| <b>Publishing:</b>            |                                    |              |              |            |              |                                    |
| Goodwill                      | 407                                |              |              |            |              | 407                                |
| Accumulated impairment losses |                                    |              |              |            |              |                                    |
| Goodwill, net of impairment   | 407                                |              |              |            |              | 407                                |
| <b>Local Broadcasting:</b>    |                                    |              |              |            |              |                                    |
| Goodwill                      | 23,466                             | 6            | (263)        |            |              | 23,209                             |
| Accumulated impairment losses | (20,816)                           |              | 255          | (11)       |              | (20,572)                           |
| Goodwill, net of impairment   | 2,650                              | 6            | (8)          | (11)       |              | 2,637                              |
| <b>Outdoor Americas:</b>      |                                    |              |              |            |              |                                    |
| Goodwill                      | 9,579                              |              |              |            | 5            | 9,584                              |
| Accumulated impairment losses | (7,707)                            |              |              |            |              | (7,707)                            |
| Goodwill, net of impairment   | 1,872                              |              |              |            | 5            | 1,877                              |
| <b>Total:</b>                 |                                    |              |              |            |              |                                    |
| Goodwill                      | 43,388                             | 10           | (263)        |            | 5            | 43,140                             |
| Accumulated impairment losses | (34,817)                           |              | 255          | (11)       |              | (34,573)                           |
| Goodwill, net of impairment   | \$ 8,571                           | \$ 10        | \$ (8)       | \$ (11)    | \$ 5         | \$ 8,567                           |

(a)

Primarily includes foreign currency translation adjustments.

The Company's intangible assets were as follows:

| At December 31, 2013                       | Gross  | Accumulated<br>Amortization | Net    |
|--------------------------------------------|--------|-----------------------------|--------|
| Intangible assets subject to amortization: |        |                             |        |
| Permits and leasehold agreements           | \$ 894 | \$ (670)                    | \$ 224 |

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|                                                 |          |            |          |
|-------------------------------------------------|----------|------------|----------|
| Franchise agreements                            | 462      | (321)      | 141      |
| Trade names                                     | 222      | (42)       | 180      |
| Other intangible assets                         | 213      | (160)      | 53       |
| Total intangible assets subject to amortization | 1,791    | (1,193)    | 598      |
| FCC licenses                                    | 5,832    |            | 5,832    |
| Total intangible assets                         | \$ 7,623 | \$ (1,193) | \$ 6,430 |

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**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

| At December 31, 2012                            | Gross    | Accumulated<br>Amortization | Net      |
|-------------------------------------------------|----------|-----------------------------|----------|
| Intangible assets subject to amortization:      |          |                             |          |
| Permits and leasehold agreements                | \$ 889   | \$ (635)                    | \$ 254   |
| Franchise agreements                            | 477      | (309)                       | 168      |
| Trade names                                     | 213      | (28)                        | 185      |
| Other intangible assets                         | 245      | (169)                       | 76       |
| Total intangible assets subject to amortization | 1,824    | (1,141)                     | 683      |
| FCC licenses                                    | 5,832    |                             | 5,832    |
| Total intangible assets                         | \$ 7,656 | \$ (1,141)                  | \$ 6,515 |

Amortization expense was \$100 million (2013), \$106 million (2012) and \$121 million (2011). The Company expects its aggregate annual amortization expense for existing intangible assets subject to amortization for each of the years, 2014 through 2018, to be as follows:

|                      | 2014  | 2015  | 2016  | 2017  | 2018  |
|----------------------|-------|-------|-------|-------|-------|
| Amortization expense | \$ 89 | \$ 79 | \$ 68 | \$ 43 | \$ 34 |

### 3) DISCONTINUED OPERATIONS

On September 30, 2013 the Company completed the sale of Outdoor Europe for \$225 million. Outdoor Europe has been presented as a discontinued operation in the Company's consolidated financial statements for all periods presented. Included in the loss from discontinued operations of \$147 million for 2013 is an after-tax charge of \$110 million associated with exiting an unprofitable contractual arrangement and the estimated fair value of guarantees, which historically have been intercompany but upon the closing of the transaction became third-party guarantees (See Note 14).

The following table sets forth details of the net earnings (loss) from discontinued operations for the years ended December 31, 2013, 2012 and 2011.

| Year Ended December 31,                                      | 2013     | 2012    | 2011    |
|--------------------------------------------------------------|----------|---------|---------|
| Revenues from discontinued operations                        | \$ 401   | \$ 588  | \$ 608  |
| Loss from discontinued operations                            | \$ (247) | \$ (78) | \$ (73) |
| Income tax benefit (provision)                               | 100      | 18      | (13)    |
| Loss from discontinued operations, net of tax                | (147)    | (60)    | (86)    |
| Gain on disposal                                             | 159      |         |         |
| Income tax provision                                         | (6)      |         |         |
| Gain on disposal, net of tax                                 | 153      |         |         |
| Net earnings (loss) from discontinued operations, net of tax | \$ 6     | \$ (60) | \$ (86) |



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**(Tabular dollars in millions, except per share amounts)**

Noncurrent assets of discontinued operations of \$82 million for 2013 and \$260 million for 2012 include deferred tax assets for previously disposed businesses. At December 31, 2012, noncurrent assets of discontinued operations also included net property and equipment of \$103 million, goodwill of \$49 million, as well as assets related to aircraft leases from previously disposed businesses that were liquidated in 2013. (See Note 1 for the accounting policy related to these discontinued operations). Noncurrent liabilities of discontinued operations of \$148 million at December 31, 2013, primarily include tax reserves related to previously disposed businesses and the estimated fair value of guarantee liabilities of approximately \$40 million (See Note 14). At December 31, 2012, noncurrent liabilities of discontinued operations of \$172 million primarily relate to the above mentioned aircraft leases and tax reserves related to previously disposed businesses.

#### 4) RESTRUCTURING CHARGES

During the year ended December 31, 2013, in a continued effort to reduce its cost structure, the Company initiated restructuring plans across several of its businesses, primarily for the reorganization or closure of certain business operations. As a result, the Company recorded restructuring charges of \$20 million, reflecting \$14 million of severance costs and \$6 million of costs associated with exiting contractual obligations. During the years ended December 31, 2012 and 2011, the Company recorded restructuring charges of \$19 million and \$43 million, respectively. The charges reflected \$22 million of severance costs and \$40 million of costs associated with exiting contractual obligations. As of December 31, 2013, the cumulative amount paid for the 2013, 2012 and 2011 restructuring charges was \$57 million, of which \$23 million was for the severance costs and \$34 million related to costs associated with exiting contractual obligations. The 2012 and 2011 restructuring reserves were substantially utilized at December 31, 2013. The Company expects to substantially utilize the 2013 restructuring reserve by the end of 2014.

|                    | Balance at<br>December 31, 2012 | 2013<br>Charges | 2013<br>Payments | Balance at<br>December 31, 2013 |
|--------------------|---------------------------------|-----------------|------------------|---------------------------------|
| Entertainment      | \$ 25                           | \$ 12           | \$ (23)          | \$ 14                           |
| Cable Networks     |                                 | 1               |                  | 1                               |
| Publishing         | 2                               | 1               | (2)              | 1                               |
| Local Broadcasting | 7                               | 5               | (4)              | 8                               |
| Corporate          | 1                               | 1               | (1)              | 1                               |
| <b>Total</b>       | <b>\$ 35</b>                    | <b>\$ 20</b>    | <b>\$ (30)</b>   | <b>\$ 25</b>                    |

|                    | Balance at<br>December 31, 2011 | 2012<br>Charges | 2012<br>Payments | Balance at<br>December 31, 2012 |
|--------------------|---------------------------------|-----------------|------------------|---------------------------------|
| Entertainment      | \$ 40                           | \$ 7            | \$ (22)          | \$ 25                           |
| Publishing         | 1                               | 3               | (2)              | 2                               |
| Local Broadcasting |                                 | 8               | (1)              | 7                               |
| Outdoor Americas   | 1                               |                 | (1)              |                                 |
| Corporate          |                                 | 1               |                  | 1                               |
| <b>Total</b>       | <b>\$ 42</b>                    | <b>\$ 19</b>    | <b>\$ (26)</b>   | <b>\$ 35</b>                    |

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

**5) PROGRAMMING AND OTHER INVENTORY**

| At December 31,                                      | 2013         | 2012         |
|------------------------------------------------------|--------------|--------------|
| Program rights                                       | \$ 1,331     | \$ 1,389     |
| Television programming:                              |              |              |
| Released (including acquired libraries)              | 878          | 781          |
| In process and other                                 | 139          | 128          |
| Theatrical programming:                              |              |              |
| Released                                             | 37           | 25           |
| In process and other                                 | 32           | 60           |
| Publishing, primarily finished goods                 | 51           | 57           |
| Other                                                | 1            | 1            |
| <br>Total programming and other inventory            | <br>2,469    | <br>2,441    |
| Less current portion                                 | 772          | 859          |
| <br>Total noncurrent programming and other inventory | <br>\$ 1,697 | <br>\$ 1,582 |

**6) RELATED PARTIES**

*National Amusements, Inc.* National Amusements, Inc. ("NAI") is the controlling stockholder of CBS Corp. and Viacom Inc. Mr. Sumner M. Redstone, the controlling stockholder, chairman of the board of directors and chief executive officer of NAI, is the Executive Chairman of the Board of Directors and founder of both CBS Corp. and Viacom Inc. In addition, Ms. Shari Redstone, Mr. Sumner M. Redstone's daughter, is the president and a director of NAI and the vice chair of the Board of Directors of both CBS Corp. and Viacom Inc. Mr. David R. Andelman is a director of CBS Corp. and serves as a director of NAI. Mr. Frederic V. Salerno is a director of CBS Corp. and serves as a director of Viacom Inc. At December 31, 2013, NAI directly or indirectly owned approximately 79.6% of CBS Corp.'s voting Class A Common Stock and owned approximately 6.7% of CBS Corp.'s Class A Common Stock and non-voting Class B Common Stock on a combined basis.

*Viacom Inc.* As part of its normal course of business, the Company enters into transactions with Viacom Inc. and its subsidiaries. Through its Entertainment segment, the Company licenses its television products and leases its production facilities to Viacom Inc.'s media networks businesses. In addition, the Company recognizes revenues for advertising spending placed by various subsidiaries of Viacom Inc. Viacom Inc. also distributes certain of the Company's television products in the home entertainment market. The Company's total revenues from these transactions were \$195 million, \$221 million and \$255 million for the years ended December 31, 2013, 2012 and 2011, respectively.

As part of its normal course of business, the Company places advertisements with, leases production facilities from, and purchases other goods and services from various subsidiaries of Viacom Inc. The total amounts for these transactions were \$21 million, \$26 million and \$23 million for the years ended December 31, 2013, 2012 and 2011, respectively.

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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The following table presents the amounts due from Viacom Inc. in the normal course of business as reflected on the Company's Consolidated Balance Sheets. Amounts due to Viacom Inc. were minimal at December 31, 2013 and 2012.

| At December 31,                           | 2013          | 2012          |
|-------------------------------------------|---------------|---------------|
| Receivables                               | \$ 84         | \$ 124        |
| Other assets (Receivables, noncurrent)    | 115           | 133           |
| <b>Total amounts due from Viacom Inc.</b> | <b>\$ 199</b> | <b>\$ 257</b> |

*Other Related Parties* The Company has equity interests in two domestic television networks and several international joint ventures for television channels, from which the Company earns revenues primarily by selling its television programming. Total revenues earned from these joint ventures were \$111 million, \$160 million and \$133 million for the years ended December 31, 2013, 2012 and 2011, respectively.

The Company, through the normal course of business, is involved in transactions with other related parties that have not been material in any of the periods presented.

## 7) INVESTMENTS

The Company accounts for investments over which it has significant influence or ownership of more than 20% but less than or equal to 50%, without a controlling interest, under the equity method. Such investments include the Company's 50% interests in the broadcast network, The CW, and the entertainment cable network, TVGN (TV Guide Network). The Company also owns a 50% interest in two out-of-home advertising companies that operate transit shelters in Los Angeles and Vancouver. In addition, the Company has interests in several international television joint ventures including a 49% interest in a joint venture with a subsidiary of AMC Networks Inc., which owns and operates six cable and satellite channels in the United Kingdom and Ireland, including CBS branded channels; a 30% interest in a joint venture with another subsidiary of AMC Networks Inc., which owns and operates nine cable and satellite channels in Europe, the Middle East and Africa; a 33% interest in a joint venture with a subsidiary of Ten Network Holdings Limited to provide content to ELEVEN, a digital television channel service in Australia; and a 30% interest in a joint venture with RTL Group to launch two cable channels in South East Asia, the first of which launched in September 2013.

At December 31, 2013 and 2012, respectively, the Company had \$212 million and \$118 million of equity investments that are included in "Other assets" on the Consolidated Balance Sheets.

Investments of 20% or less, over which the Company has no significant influence, that do not have a readily determinable fair value are accounted for under the cost method. At December 31, 2013 and 2012, respectively, the Company had \$16 million and \$10 million of cost investments that are included in "Other assets" on the Consolidated Balance Sheets.

At December 31, 2013 and 2012, the aggregate market value of the Company's available for sale investments was \$7 million and \$9 million, respectively. The market value of each individual investment was not below its carrying value on the Consolidated Balance Sheets.

The Company invested \$176 million, \$91 million and \$79 million into its equity and cost investments during the years ended December 31, 2013, 2012 and 2011, respectively. Also during 2013, the Company sold 50% of its transit shelter operations in Los Angeles for \$17 million. The Company and the buyer each subsequently contributed their respective 50% interests in these operations to a 50/50 joint venture that the Company and buyer own together.

**CBS CORPORATION AND SUBSIDIARIES**  
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(Tabular dollars in millions, except per share amounts)

**8) BANK FINANCING AND DEBT**

Long-term debt consists of the following <sup>(a)</sup>:

| At December 31,                                                                | 2013            | 2012            |
|--------------------------------------------------------------------------------|-----------------|-----------------|
| Commercial paper                                                               | \$ 475          | \$              |
| 8.875% Notes due 2014                                                          | 99              | 100             |
| 7.625% Senior Debentures due 2016                                              | 200             | 200             |
| 1.95% Senior Notes due 2017                                                    | 397             | 396             |
| 4.625% Senior Notes due 2018                                                   | 317             | 321             |
| 8.875% Senior Notes due 2019                                                   | 592             | 591             |
| 5.750% Senior Notes due 2020                                                   | 500             | 500             |
| 4.30% Senior Notes due 2021                                                    | 300             | 300             |
| 3.375% Senior Notes due 2022                                                   | 695             | 694             |
| 7.875% Debentures due 2023                                                     | 224             | 224             |
| 7.125% Senior Notes due 2023 <sup>(b)</sup>                                    | 52              | 52              |
| 7.875% Senior Debentures due 2030                                              | 1,270           | 1,271           |
| 5.50% Senior Debentures due 2033                                               | 428             | 428             |
| 5.90% Senior Notes due 2040                                                    | 299             | 299             |
| 4.85% Senior Notes due 2042                                                    | 488             | 487             |
| Obligations under capital leases                                               | 113             | 72              |
| <b>Total debt <sup>(c)</sup></b>                                               | <b>6,449</b>    | <b>5,935</b>    |
| Less discontinued operations debt <sup>(d)</sup>                               | 13              | 13              |
| <b>Total debt from continuing operations</b>                                   | <b>6,436</b>    | <b>5,922</b>    |
| Less commercial paper                                                          | 475             |                 |
| Less current portion                                                           | 21              | 18              |
| <b>Total long-term debt from continuing operations, net of current portion</b> | <b>\$ 5,940</b> | <b>\$ 5,904</b> |

(a) Unless otherwise noted, the long-term debt instruments are issuances of CBS Corp. and are guaranteed by CBS Operations Inc.

(b) Debt instrument is an issuance of CBS Broadcasting Inc., a wholly owned subsidiary of CBS Corp., and has no guarantor.

(c) At December 31, 2013 and December 31, 2012, the senior debt balances included (i) a net unamortized discount of \$13 million and \$16 million, respectively, and (ii) an increase in the carrying value of the debt relating to previously settled fair value hedges of \$18 million and \$23 million, respectively. The face value of the Company's total debt was \$6.44 billion at December 31, 2013 and \$5.93 billion at December 31, 2012.

(d) Included in "Liabilities of discontinued operations" on the Consolidated Balance Sheets.

At December 31, 2013, the Company classified \$99 million of notes maturing in June 2014 as long-term debt on the Consolidated Balance Sheet, reflecting its intent and ability to refinance this debt on a long-term basis.

During the year ended December 31, 2012, the Company issued \$1.60 billion of senior notes and redeemed \$1.59 billion of senior notes and debentures, resulting in a pre-tax net loss on early extinguishment of debt of \$32 million.



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At December 31, 2013, the Company's scheduled maturities of long-term debt at face value, excluding capital leases, were as follows:

|                | 2014  | 2015 | 2016   | 2017   | 2018   | 2019 and<br>Thereafter |
|----------------|-------|------|--------|--------|--------|------------------------|
| Long-term debt | \$ 99 | \$   | \$ 200 | \$ 400 | \$ 300 | \$ 4,857               |

***Commercial Paper***

At December 31, 2013, the Company had \$475 million of commercial paper borrowings outstanding under its \$2.0 billion commercial paper program. Outstanding commercial paper borrowings have a weighted average interest rate of 0.3% and maturities of less than thirty days.

***Credit Facility***

During 2013, the Company amended and restated its \$2.0 billion revolving credit facility (the "Credit Facility") which now expires in March 2018. The amended facility provides for lower borrowing rates and fees, as well as more favorable covenants. The Company, at its option, may also borrow in certain foreign currencies up to specified limits under the Credit Facility. Borrowing rates under the Credit Facility are determined at the Company's option at the time of each borrowing and are based generally on the prime rate in the U.S. or the London Interbank Offer Rate ("LIBOR") plus a margin based on the Company's senior unsecured debt rating. The Company pays a facility fee based on the total amount of the commitments.

The Credit Facility requires the Company to maintain a maximum Consolidated Leverage Ratio of 4.5x at the end of each quarter as further described in the Credit Facility. At December 31, 2013, the Company's Consolidated Leverage Ratio was approximately 1.6x.

The Consolidated Leverage Ratio reflects the ratio of the Company's indebtedness from continuing operations, adjusted to exclude certain capital lease obligations, at the end of a quarter, to the Company's Consolidated EBITDA for the trailing four consecutive quarters. Consolidated EBITDA is defined in the Credit Facility as operating income plus interest income and before depreciation, amortization and certain other noncash items.

The Credit Facility is used for general corporate purposes. At December 31, 2013, the Company had no borrowings outstanding under the Credit Facility and the remaining availability under the Credit Facility, net of outstanding letters of credit, was \$1.99 billion.

***Outdoor Americas Indebtedness***

In January 2014, in connection with the Company's strategic initiatives for Outdoor Americas, Outdoor Americas borrowed \$1.60 billion through an \$800 million senior secured term loan credit facility ("Term Loan") and the issuance of \$800 million of senior notes through a private placement. The senior notes are comprised of \$400 million of 5.25% Senior Notes due 2022 and \$400 million of 5.625% Senior Notes due 2024. The Term Loan is due in 2021 and bears interest at a rate equal to 2.25% plus the greater of LIBOR or 0.75%. The debt is guaranteed by CBS Outdoor Americas Inc. and certain of its subsidiaries.

The Term Loan is part of a credit agreement which also includes a \$425 million revolving credit facility (the "Outdoor Revolving Credit Facility") which expires in 2019. The Outdoor Revolving Credit Facility bears interest based on LIBOR plus a margin based on Outdoor Americas consolidated Net Secured Leverage Ratio. The Net Secured Leverage Ratio reflects the ratio of Outdoor Americas secured debt

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(less up to \$150 million of unrestricted cash) to Outdoor Americas' consolidated EBITDA (as defined in the credit agreement). The Outdoor Revolving Credit Facility requires Outdoor Americas to maintain a maximum Consolidated Net Secured Leverage Ratio of 3.50 to 1.00, which will be increased to 4.00 to 1.00 if Outdoor Americas elects to be taxed as a REIT. As of February 14, 2014, there were no borrowings outstanding under the Outdoor Revolving Credit Facility.

The debt proceeds will be primarily used by the Company to repurchase shares of CBS Corp. Class B Common Stock through a \$1.5 billion accelerated share repurchase transaction, with \$50 million retained by Outdoor Americas for its corporate purposes and ongoing cash needs.

## 9) FINANCIAL INSTRUMENTS

The Company's carrying value of financial instruments approximates fair value, except for differences with respect to notes and debentures. At December 31, 2013 and 2012, the carrying value of the senior debt was \$5.86 billion, and the fair value, which is estimated based on quoted market prices for similar liabilities (Level 2) and includes accrued interest, was \$6.69 billion and \$7.16 billion, respectively.

The Company uses derivative financial instruments primarily to modify its exposure to market risks from fluctuations in foreign currency exchange rates. The Company does not use derivative instruments unless there is an underlying exposure and, therefore, the Company does not hold or enter into derivative financial instruments for speculative trading purposes.

Foreign exchange forward contracts have principally been used to hedge projected cash flows, generally within the next twelve months, in currencies such as the British Pound, the Euro, the Canadian Dollar and the Australian Dollar. The Company designates forward contracts used to hedge projected future television and film production costs as cash flow hedges. Gains or losses on the effective portion of designated cash flow hedges are initially recorded in other comprehensive income and reclassified to the statement of operations when the hedged item is recognized. Additionally, the Company enters into non-designated forward contracts to hedge non-U.S. dollar denominated cash flows. The change in fair value of the non-designated contracts is included in "Other items, net" in the Consolidated Statements of Operations.

At December 31, 2013 and 2012, the notional amount of all foreign currency contracts was \$136 million and \$157 million, respectively, which represents hedges of expected foreign currency cash flows.

The fair value of foreign exchange contracts recorded on the Consolidated Balance Sheets was as follows:

| At December 31,                            | 2013 | 2012 | Balance Sheet Account     |
|--------------------------------------------|------|------|---------------------------|
| <b>Non-designated hedging instruments:</b> |      |      |                           |
| Assets                                     | \$ 3 | \$   | Other current assets      |
| Liabilities                                | \$ 4 | \$ 2 | Other current liabilities |

Gains (losses) recognized on foreign exchange contracts were as follows:

| Year Ended December 31,            | 2013 | 2012   | 2011 | Financial Statement Account |
|------------------------------------|------|--------|------|-----------------------------|
| Non-designated hedging instruments | \$ 2 | \$ (4) | \$ 2 | Other items, net            |

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The Company is subject to interest rate risk to the extent it has variable-rate debt outstanding. At December 31, 2013, the Company had \$475 million of commercial paper borrowings outstanding at a weighted average interest rate of 0.3%. In addition, in January 2014, Outdoor Americas borrowed \$800 million under a variable-rate Term Loan, with an initial interest rate of 3.0%. While the Company does not currently use derivatives to modify its exposure to interest rates, it may do so in the future.

The Company continually monitors its positions with, and credit quality of, the financial institutions that are counterparties to its financial instruments. The Company is exposed to credit loss in the event of nonperformance by the counterparties to the agreements. However, the Company does not anticipate nonperformance by the counterparties.

The Company's receivables do not represent significant concentrations of credit risk at December 31, 2013 and 2012, due to the wide variety of customers, markets and geographic areas to which the Company's products and services are sold.

# 10) FAIR VALUE MEASUREMENTS

The following tables set forth the Company's assets and liabilities measured at fair value on a recurring basis at December 31, 2013 and 2012. These assets and liabilities have been categorized according to the three-level fair value hierarchy established by the FASB, which prioritizes the inputs used in measuring fair value. Level 1 is based on publicly quoted prices for the asset or liability in active markets. Level 2 is based on inputs that are observable other than quoted market prices in active markets, such as quoted prices for the asset or liability in inactive markets or quoted prices for similar assets or liabilities. Level 3 is based on unobservable inputs reflecting the Company's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

| At December 31, 2013     | Level 1 | Level 2 | Level 3 | Total  |
|--------------------------|---------|---------|---------|--------|
| <b>Assets:</b>           |         |         |         |        |
| Investments              | \$ 83   | \$      | \$      | \$ 83  |
| Foreign currency hedges  |         | 3       |         | 3      |
| <b>Total Assets</b>      | \$ 83   | \$ 3    | \$      | \$ 86  |
| <b>Liabilities:</b>      |         |         |         |        |
| Deferred compensation    | \$      | \$ 268  | \$      | \$ 268 |
| Guarantees               |         |         | 40      | 40     |
| Foreign currency hedges  |         | 4       |         | 4      |
| <b>Total Liabilities</b> | \$      | \$ 272  | \$ 40   | \$ 312 |

| At December 31, 2012    | Level 1 | Level 2 | Level 3 | Total  |
|-------------------------|---------|---------|---------|--------|
| <b>Assets:</b>          |         |         |         |        |
| Investments             | \$ 70   | \$      | \$      | \$ 70  |
| <b>Total Assets</b>     | \$ 70   | \$      | \$      | \$ 70  |
| <b>Liabilities:</b>     |         |         |         |        |
| Deferred compensation   | \$      | \$ 201  | \$      | \$ 201 |
| Foreign currency hedges |         | 2       |         | 2      |

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|                          |    |    |     |    |    |     |
|--------------------------|----|----|-----|----|----|-----|
| <b>Total Liabilities</b> | \$ | \$ | 203 | \$ | \$ | 203 |
|--------------------------|----|----|-----|----|----|-----|

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The fair value of investments is determined based on publicly quoted market prices in active markets. The fair value of foreign currency hedges is determined based on the present value of future cash flows using observable inputs including foreign currency exchange rates. The fair value of deferred compensation is determined based on the fair value of the investments elected by employees.

In connection with the disposal of Outdoor Europe in 2013, the Company recorded a pre-tax charge of \$40 million in net earnings (loss) from discontinued operations, for the estimated fair value of guarantees, which historically have been intercompany but upon the closing of the transaction became third-party guarantees. The fair value of guarantee liabilities reflects the premium that would be required to issue such guarantee in a standalone arm's length transaction and is calculated based on an assessment of the probability of the primary obligor's default under the obligation, discounted to its present value.

## **11) STOCKHOLDERS' EQUITY**

In general, CBS Corp. Class A Common Stock and CBS Corp. Class B Common Stock have the same economic rights, except voting rights. Holders of CBS Corp. Class A Common Stock are entitled to one vote per share with respect to all matters on which the holders of CBS Corp. Common Stock are entitled to vote. Holders of CBS Corp. Class B Common Stock do not have any voting rights, except as required by law.

*Dividends* The Company declared a quarterly cash dividend on its Class A and Class B Common Stock during each of the four quarters of 2013, 2012, and 2011, resulting in total annual dividends of \$295 million, \$287 million and \$237 million, respectively. Dividends have been recorded as a reduction to additional paid-in capital as the Company has an accumulated deficit balance.

*Purchase of Company Stock* During 2013, the Company repurchased 45.8 million shares of CBS Corp. Class B Common Stock for \$2.20 billion, at an average cost of \$48.03 per share. Since the inception of the share repurchase program in January 2011 through December 31, 2013, the Company has repurchased 123.5 million shares of its Class B Common Stock for \$4.39 billion, at an average cost of \$35.54 per share, leaving \$5.43 billion of authorization remaining at December 31, 2013.

*Conversion Rights* Holders of Class A Common Stock have the right to convert their shares to Class B Common Stock as long as there are at least 5,000 shares of Class A Common Stock outstanding. Conversions of CBS Corp. Class A Common Stock into Class B Common Stock were 4.0 million for 2013, .3 million for 2012 and .2 million for 2011.

*Equity Incentive Plans* The Company has equity incentive plans (the "Plans") under which stock options, stock option equivalents, RSUs and PSUs were issued.

The purpose of the Plans is to benefit and advance the interests of the Company by attracting, retaining and motivating participants and to compensate participants for their contributions to the financial success of the Company. The Plans provide for awards of stock options, stock appreciation rights, restricted and unrestricted shares, RSUs, dividend equivalents, performance awards and other equity-related awards. Upon exercise of stock options or vesting of RSUs and PSUs, the Company issues new shares from its existing authorization. At December 31, 2013, there were 61 million shares available for future grant under the Plans.

### *RSUs and PSUs*

Compensation expense for RSUs is determined based upon the market price of the shares underlying the awards on the date of grant and expensed over the vesting period, which is generally a one- to four-year service period. Certain RSU awards are also subject to satisfying performance conditions. Once the

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Company determines that it is probable that the performance targets will be met, compensation expense is recorded for these awards. Forfeitures for RSUs are estimated on the date of grant based on historical forfeiture rates. On an annual basis, the Company adjusts the compensation expense based on actual forfeitures and revises the forfeiture rate as necessary.

The Company also granted awards of PSUs which vest based on the achievement of market performance targets. The number of shares that will be issued upon vesting of PSUs can range from 0% to 300% of the target award, based on the ranking of the total shareholder return ("TSR") for CBS Corp. Class B Common Stock within the S&P 500 Index over a designated three-year measurement period, or in certain circumstances, based on the achievement of established operating performance goals. The fair value of the PSUs is determined using a Monte Carlo Simulation model. This model generates simulated TSR of CBS Corp. Class B Common Stock versus each of the companies in the S&P 500 Index through the end of the relevant measurement period. Compensation expense for PSUs is expensed over the vesting period, which is a three- to four-year service period.

The total fair value of RSUs and PSUs that vested during 2013, 2012 and 2011 was \$324 million, \$251 million and \$198 million, respectively. Total unrecognized compensation cost related to non-vested RSUs and PSUs at December 31, 2013 was \$176 million, which is expected to be recognized over a weighted average period of 2.2 years.

The following table summarizes the Company's RSU and target PSU activity.

|                                        | RSUs and PSUs | Weighted Average<br>Grant Date<br>Fair Value |
|----------------------------------------|---------------|----------------------------------------------|
| <b>Non-vested at December 31, 2012</b> | 13,300,969    | \$ 19.89                                     |
| Granted                                | 4,150,247     | 40.70                                        |
| Vested                                 | (7,355,952)   | 16.32                                        |
| Forfeited                              | (576,040)     | 28.54                                        |
| <b>Non-vested at December 31, 2013</b> | 9,519,224     | \$ 31.20                                     |

*Stock Options and Equivalents*

Compensation expense for stock options is determined based on the grant date fair value of the award calculated using the Black-Scholes options-pricing model. Stock options generally vest over a one- to four-year service period and expire eight years from the date of grant. Forfeitures are estimated on the date of grant based on historical forfeiture rates. On an annual basis, the Company adjusts the compensation expense based on actual forfeitures and revises the forfeiture rate as necessary. Stock option equivalents are settled in cash upon exercise and therefore, the Company remeasures the fair value of these awards at each reporting date. At each of December 31, 2013 and 2012, the Company had 2 million stock option equivalents outstanding.

The weighted average fair value of stock options as of the grant date was \$12.11, \$9.05 and \$7.59 in 2013, 2012 and 2011, respectively. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

|                                  | 2013   | 2012   | 2011   |
|----------------------------------|--------|--------|--------|
| Expected dividend yield          | 1.49%  | 1.92%  | 2.00%  |
| Expected stock price volatility  | 34.86% | 39.09% | 41.17% |
| Risk-free interest rate          | .97%   | .94%   | 2.33%  |
| Expected term of options (years) | 5.00   | 5.02   | 5.06   |



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The expected stock price volatility is determined using a weighted average of historical volatility for CBS Corp. Class B Common Stock and implied volatility of publicly traded options to purchase CBS Corp. Class B Common Stock. Given the existence of an actively traded market for CBS Corp. options, the Company was able to derive implied volatility using publicly traded options to purchase CBS Corp. Class B Common Stock that were trading near the grant date of the employee stock options at a similar exercise price and a remaining term of greater than one year.

The risk-free interest rate is based on a U.S. Treasury rate in effect on the date of grant with a term equal to the expected life. The expected term is determined based on historical employee exercise and post-vesting termination behavior. The expected dividend yield represents the Company's future expectation of the dividend yield based on current rates and historical patterns of dividend changes.

Total unrecognized compensation cost related to non-vested stock option awards at December 31, 2013 was \$56 million, which is expected to be recognized over a weighted average period of 2.4 years.

The following table summarizes the Company's stock option activity under the Plans.

|                                         | Stock Options | Weighted Average<br>Exercise Price |
|-----------------------------------------|---------------|------------------------------------|
| <b>Outstanding at December 31, 2012</b> | 34,033,101    | \$ 21.96                           |
| Granted                                 | 2,750,085     | 44.30                              |
| Exercised                               | (7,710,210)   | 18.66                              |
| Forfeited or expired                    | (1,098,349)   | 29.19                              |
| <b>Outstanding at December 31, 2013</b> | 27,974,627    | \$ 24.78                           |
| <b>Exercisable at December 31, 2013</b> | 18,139,203    | \$ 22.25                           |

The following table summarizes other information relating to stock option exercises during the years ended December 31, 2013, 2012 and 2011.

| Year Ended December 31,                   | 2013   | 2012   | 2011   |
|-------------------------------------------|--------|--------|--------|
| Cash received from stock option exercises | \$ 146 | \$ 168 | \$ 72  |
| Tax benefit of stock option exercises     | \$ 88  | \$ 67  | \$ 45  |
| Intrinsic value of stock option exercises | \$ 229 | \$ 174 | \$ 117 |

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The following table summarizes information concerning outstanding and exercisable stock options to purchase CBS Corp. Class B Common Stock under the Plans at December 31, 2013.

| Range of Exercise Price | Number<br>of Options | Outstanding<br>Remaining<br>Contractual<br>Life (Years) | Weighted<br>Average<br>Exercise Price | Exercisable<br>Number<br>of Options | Weighted<br>Average<br>Exercise Price |
|-------------------------|----------------------|---------------------------------------------------------|---------------------------------------|-------------------------------------|---------------------------------------|
| \$5 to 9.99             | 2,854,741            | 3.18                                                    | \$ 5.22                               | 2,854,741                           | \$ 5.22                               |
| \$10 to 19.99           | 4,182,323            | 3.92                                                    | \$ 13.80                              | 2,662,606                           | \$ 13.94                              |
| \$20 to 29.99           | 15,104,406           | 3.73                                                    | \$ 26.47                              | 10,009,437                          | \$ 26.81                              |
| \$30 to 39.99           | 3,110,305            | 3.36                                                    | \$ 32.23                              | 2,595,311                           | \$ 31.79                              |
| \$40 to 49.99           | 2,664,447            | 7.18                                                    | \$ 44.05                              | 17,108                              | \$ 43.21                              |
| \$50 to 59.99           | 58,405               | 7.74                                                    | \$ 57.37                              |                                     | \$                                    |
|                         | 27,974,627           |                                                         |                                       | 18,139,203                          |                                       |

At December 31, 2013 stock options outstanding have a weighted average remaining contractual life of 4.00 years and the total intrinsic value for "in-the-money" options, based on the Company's closing stock price of \$63.74, was \$1.09 billion. At December 31, 2013 stock options exercisable have a weighted average remaining contractual life of 2.98 years and the total intrinsic value for "in-the-money" exercisable options was \$753 million.

## 12) INCOME TAXES

The U.S. and foreign components of earnings from continuing operations before income taxes and equity in loss of investee companies were as follows:

| Year Ended December 31, | 2013     | 2012     | 2011     |
|-------------------------|----------|----------|----------|
| United States           | \$ 2,518 | \$ 2,236 | \$ 1,878 |
| Foreign                 | 379      | 325      | 301      |
| Total                   | \$ 2,897 | \$ 2,561 | \$ 2,179 |

The components of the provision for income taxes were as follows:

| Year Ended December 31,    | 2013   | 2012   | 2011   |
|----------------------------|--------|--------|--------|
| Current:                   |        |        |        |
| Federal                    | \$ 395 | \$ 307 | \$ 190 |
| State and local            | 92     | 76     | 52     |
| Foreign                    | 66     | 67     | 57     |
|                            | 553    | 450    | 299    |
| Deferred                   | 425    | 442    | 452    |
| Provision for income taxes | \$ 978 | \$ 892 | \$ 751 |

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In addition, included in discontinued operations was an income tax benefit of \$94 million and \$18 million in 2013 and 2012, respectively, and an income tax provision of \$13 million in 2011.

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The equity in loss of investee companies is shown net of tax on the Company's Consolidated Statements of Operations. The tax benefits relating to losses from equity investments in 2013, 2012 and 2011 were \$29 million, \$22 million, and \$24 million, respectively, which represented an effective tax rate of 38.8% for 2013, 2012, and 2011.

In 2013 and 2012, the Company realized tax benefits from the exercise of stock options and vesting of RSUs and PSUs of \$210 million and \$163 million, respectively.

The difference between income taxes expected at the U.S. federal statutory income tax rate of 35% and the provision for income taxes is summarized as follows:

| Year Ended December 31,                           | 2013     | 2012   | 2011   |
|---------------------------------------------------|----------|--------|--------|
| Taxes on income at U.S. federal statutory rate    | \$ 1,014 | \$ 896 | \$ 763 |
| State and local taxes, net of federal tax benefit | 111      | 92     | 82     |
| Effect of foreign operations                      | (88)     | (64)   | (73)   |
| Audit settlements, net                            | (17)     | (3)    | (6)    |
| Other, net <sup>(a)</sup>                         | (42)     | (29)   | (15)   |
| Provision for income taxes                        | \$ 978   | \$ 892 | \$ 751 |

(a) Primarily reflects the Company's domestic production deduction.

The following table summarizes the components of deferred income tax assets and liabilities.

| At December 31,                                     | 2013       | 2012     |
|-----------------------------------------------------|------------|----------|
| Deferred income tax assets:                         |            |          |
| Provision for expenses and losses                   | \$ 721     | \$ 801   |
| Pension, postretirement and other employee benefits | 431        | 641      |
| Tax credit and loss carryforwards                   | 679        | 284      |
| Other                                               | 166        | 136      |
| Total deferred income tax assets                    | 1,997      | 1,862    |
| Valuation allowance                                 | (644)      | (249)    |
| Deferred income tax assets, net                     | 1,353      | 1,613    |
| Deferred income tax liabilities:                    |            |          |
| Intangible assets                                   | (2,072)    | (1,995)  |
| Property, equipment and other assets                | (694)      | (610)    |
| Total deferred income tax liabilities               | (2,766)    | (2,605)  |
| Deferred income tax liabilities, net                | \$ (1,413) | \$ (992) |

In addition to the deferred income taxes reflected in the table above, the Company included net noncurrent deferred income tax assets of \$81 million and \$29 million in "Assets of discontinued operations" on the Consolidated Balance Sheets at December 31, 2013 and 2012, respectively.

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At December 31, 2013, the Company had net operating loss carryforwards for federal, state and local, and foreign jurisdictions of approximately \$1.24 billion, the majority of which expire in various years from 2014 through 2033.

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The 2013 and 2012 deferred income tax assets were reduced by a valuation allowance of \$644 million and \$249 million, respectively, principally relating to income tax benefits from capital losses and net operating losses in foreign jurisdictions which are not expected to be realized.

The Company's share of the undistributed earnings of foreign subsidiaries not included in its consolidated federal income tax return that could be subject to additional income taxes if remitted was approximately \$4.04 billion at December 31, 2013 and \$3.54 billion at December 31, 2012. No provision has been recorded for the U.S. or foreign taxes that could result from the remittance of such undistributed earnings since the Company intends to distribute only the portion of such earnings which would be offset by U.S. foreign tax credits or remitted in tax-free transactions, and intends to reinvest the remainder outside the U.S. indefinitely. The determination of the unrecognized U.S. federal deferred income tax liability for undistributed earnings is not practicable.

The following table sets forth the change in the reserve for uncertain tax positions, excluding related accrued interest and penalties.

|                                          |               |
|------------------------------------------|---------------|
| <b>At January 1, 2011</b>                | <b>\$ 214</b> |
| Additions for current year tax positions | 11            |
| Additions for prior year tax positions   | 12            |
| Reductions for prior year tax positions  | (18)          |
| Cash settlements                         | (23)          |
| Statute of limitations lapses            | (1)           |
| <b>At December 31, 2011</b>              | <b>195</b>    |
| Additions for current year tax positions | 12            |
| Additions for prior year tax positions   | 10            |
| Reductions for prior year tax positions  | (33)          |
| Cash settlements                         | (8)           |
| Statute of limitations lapses            | (3)           |
| <b>At December 31, 2012</b>              | <b>173</b>    |
| Additions for current year tax positions | 11            |
| Additions for prior year tax positions   | 14            |
| Reductions for prior year tax positions  | (40)          |
| Cash settlements                         | (17)          |
| Statute of limitations lapses            | (1)           |
| <b>At December 31, 2013</b>              | <b>\$ 140</b> |

At December 31, 2013 and 2012, \$52 million and \$56 million, respectively, of the reserve for uncertain tax positions were included in "Liabilities of discontinued operations" on the Consolidated Balance Sheets.

The reserve for uncertain tax positions of \$140 million at December 31, 2013 includes \$113 million which would affect the Company's effective income tax rate, including discontinued operations, if and when recognized in future years.

The Company recognizes interest and penalty charges related to the reserve for uncertain tax positions as income tax expense. For the years ended December 31, 2013, 2012 and 2011, the Company recognized interest and penalties of \$12 million, \$13 million and \$12 million, respectively, in the Consolidated Statements of Operations. As of December 31, 2013 and 2012, the Company has recorded

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liabilities for accrued interest and penalties of \$57 million and \$62 million, respectively, on the Consolidated Balance Sheets.

During the third quarter of 2013, the Company and the IRS settled the Company's income tax audit for the years 2008, 2009 and 2010. The IRS commenced its examination of the years 2011 and 2012 in the fourth quarter of 2013. During the next twelve months the Company expects to settle an audit in a foreign jurisdiction related to a previously disposed business that is accounted for as a discontinued operation. In addition, various tax years are currently under examination by state and local and other foreign tax authorities. With respect to open tax years in all jurisdictions, the Company currently believes that it is reasonably possible that the reserve for uncertain tax positions will decrease within the next twelve months; however, as it is difficult to predict the final outcome of any particular tax matter, an estimate of any related impact to the reserve for uncertain tax positions cannot currently be determined.

### 13) PENSION AND OTHER POSTRETIREMENT BENEFITS

The Company and certain of its subsidiaries sponsor qualified and non-qualified defined benefit pension plans, principally non-contributory, covering eligible employees. The majority of participants in these plans are retired employees or former employees of previously divested businesses. Most of the Company's pension plans are closed to new entrants. The benefits for some plans are based primarily on an employee's years of service and average pay near retirement. Benefits under other plans are based primarily on an employee's pay for each year that the employee participated in the plan. Participating employees are vested in the plans after five years of service. The Company funds its pension plans in accordance with the Employee Retirement Income Security Act of 1974 ("ERISA"), the Pension Protection Act of 2006, the Internal Revenue Code of 1986 and the applicable rules and regulations. Plan assets consist principally of corporate bonds, equity securities and U.S. government securities. The Company's common stock represents approximately 2.2% and 1.3% of the plan assets' fair values at December 31, 2013 and 2012, respectively.

In addition, the Company sponsors health and welfare plans that provide postretirement health care and life insurance benefits to eligible retired employees and their covered dependents. Eligibility is based in part on certain age and service requirements at the time of their retirement. Most of the plans are contributory and contain cost-sharing features such as deductibles and coinsurance which are adjusted annually. Claims are paid primarily by the Company's funds.

The Company uses a December 31 measurement date for all pension and other postretirement benefit plans.

The following table sets forth the change in benefit obligation for the Company's pension and postretirement benefit plans.

|                                       | Pension Benefits |          | Postretirement Benefits |        |
|---------------------------------------|------------------|----------|-------------------------|--------|
|                                       | 2013             | 2012     | 2013                    | 2012   |
| <b>Change in benefit obligation:</b>  |                  |          |                         |        |
| Benefit obligation, beginning of year | \$ 5,564         | \$ 5,191 | \$ 676                  | \$ 697 |
| Service cost                          | 40               | 36       |                         |        |
| Interest cost                         | 213              | 243      | 26                      | 33     |
| Actuarial (gain) loss                 | (316)            | 498      | (51)                    | 1      |
| Benefits paid                         | (416)            | (413)    | (79)                    | (78)   |
| Participants' contributions           |                  |          | 10                      | 11     |
| Retiree Medicare drug subsidy         |                  |          | 7                       | 12     |
| Cumulative translation adjustments    | (16)             | 9        |                         |        |
| Benefit obligation, end of year       | \$ 5,069         | \$ 5,564 | \$ 589                  | \$ 676 |

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The following table sets forth the change in plan assets for the Company's pension and postretirement benefit plans.

|                                              | <b>Pension Benefits</b> |             | <b>Postretirement Benefits</b> |             |
|----------------------------------------------|-------------------------|-------------|--------------------------------|-------------|
|                                              | <b>2013</b>             | <b>2012</b> | <b>2013</b>                    | <b>2012</b> |
| <b>Change in plan assets:</b>                |                         |             |                                |             |
| Fair value of plan assets, beginning of year | \$ 4,274                | \$ 3,948    | \$ 5                           | \$ 5        |
| Actual return on plan assets                 | 182                     | 476         |                                |             |
| Employer contributions                       | 203                     | 254         | 62                             | 55          |
| Benefits paid                                | (416)                   | (413)       | (79)                           | (78)        |
| Participants' contributions                  |                         |             | 10                             | 11          |
| Retiree Medicare drug subsidy                |                         |             | 7                              | 12          |
| Cumulative translation adjustments           | (15)                    | 9           |                                |             |
| Fair value of plan assets, end of year       | \$ 4,228                | \$ 4,274    | \$ 5                           | \$ 5        |

The funded status of pension and postretirement benefit obligations and the related amounts recognized on the Company's Consolidated Balance Sheets were as follows:

|                                                               | <b>Pension Benefits</b> |             | <b>Postretirement Benefits</b> |             |
|---------------------------------------------------------------|-------------------------|-------------|--------------------------------|-------------|
| <b>At December 31,</b>                                        | <b>2013</b>             | <b>2012</b> | <b>2013</b>                    | <b>2012</b> |
| Funded status at end of year                                  | \$ (841)                | \$ (1,290)  | \$ (584)                       | \$ (671)    |
| <b>Amounts recognized on the Consolidated Balance Sheets:</b> |                         |             |                                |             |
| Other assets                                                  | \$ 17                   | \$ 17       | \$                             | \$          |
| Current liabilities                                           | (50)                    | (51)        | (62)                           | (67)        |
| Noncurrent liabilities                                        | (808)                   | (1,256)     | (522)                          | (604)       |
| Net amounts recognized                                        | \$ (841)                | \$ (1,290)  | \$ (584)                       | \$ (671)    |

The Company's qualified pension plans were underfunded by \$206 million and \$595 million at December 31, 2013 and 2012, respectively.

The following amounts were recognized in accumulated other comprehensive income (loss) on the Consolidated Balance Sheets.

|                                                                        | <b>Pension Benefits</b> |             | <b>Postretirement Benefits</b> |             |
|------------------------------------------------------------------------|-------------------------|-------------|--------------------------------|-------------|
| <b>At December 31,</b>                                                 | <b>2013</b>             | <b>2012</b> | <b>2013</b>                    | <b>2012</b> |
| Net actuarial (loss) gain                                              | \$ (1,543)              | \$ (1,854)  | \$ 248                         | \$ 213      |
| Net prior service (cost) credit                                        | (12)                    | (14)        | 1                              | 2           |
| Share of equity investee                                               |                         | (1)         |                                |             |
|                                                                        | (1,555)                 | (1,869)     | 249                            | 215         |
| Deferred income taxes                                                  | 617                     | 739         | (46)                           | (33)        |
| Net amount recognized in accumulated other comprehensive income (loss) | \$ (938)                | \$ (1,130)  | \$ 203                         | \$ 182      |



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The accumulated benefit obligation for all defined benefit pension plans was \$4.99 billion and \$5.48 billion at December 31, 2013 and 2012, respectively.

Information for the pension plans with an accumulated benefit obligation in excess of plan assets is set forth below.

| At December 31,                | 2013     | 2012     |
|--------------------------------|----------|----------|
| Projected benefit obligation   | \$ 4,892 | \$ 5,407 |
| Accumulated benefit obligation | \$ 4,816 | \$ 5,320 |
| Fair value of plan assets      | \$ 4,037 | \$ 4,100 |

The following tables present the components of net periodic benefit cost and amounts recognized in other comprehensive income (loss).

| Year Ended December 31,                     | Pension Benefits |        |        | Postretirement Benefits |       |       |
|---------------------------------------------|------------------|--------|--------|-------------------------|-------|-------|
|                                             | 2013             | 2012   | 2011   | 2013                    | 2012  | 2011  |
| <b>Components of net periodic cost:</b>     |                  |        |        |                         |       |       |
| Service cost                                | \$ 40            | \$ 36  | \$ 34  | \$                      | \$    | \$    |
| Interest cost                               | 213              | 243    | 249    | 26                      | 33    | 38    |
| Expected return on plan assets              | (274)            | (250)  | (239)  |                         |       |       |
| Amortization of actuarial losses (gains)    | 86               | 71     | 65     | (16)                    | (16)  | (10)  |
| Amortization of prior service cost (credit) | 2                | 1      | 2      | (1)                     | (1)   | (1)   |
| Net periodic cost                           | \$ 67            | \$ 101 | \$ 111 | \$ 9                    | \$ 16 | \$ 27 |

| Year Ended December 31, 2013                               | Pension Benefits | Postretirement Benefits |
|------------------------------------------------------------|------------------|-------------------------|
| <b>Other comprehensive income (loss):</b>                  |                  |                         |
| Actuarial gains                                            | \$ 225           | \$ 51                   |
| Amortization of actuarial losses (gains) <sup>(a)</sup>    | 86               | (16)                    |
| Amortization of prior service cost (credit) <sup>(a)</sup> | 2                | (1)                     |
| Share of equity investee                                   | 1                |                         |
|                                                            | 314              | 34                      |
| Deferred income taxes                                      | (122)            | (13)                    |
| Recognized in other comprehensive income, net of tax       | \$ 192           | \$ 21                   |

(a)

Reflects amounts reclassified from accumulated other comprehensive income (loss) to net earnings.

Estimated net actuarial losses and prior service costs related to the defined benefit pension plans of approximately \$63 million and \$2 million, respectively, will be amortized from accumulated other comprehensive income (loss) into net periodic benefit costs in 2014.

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Estimated net actuarial gains and prior service credits related to the other postretirement benefit plans of approximately \$21 million and \$1 million, respectively, will be amortized from accumulated other comprehensive income (loss) into net periodic benefit costs in 2014.

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|                                                                                                          | <b>Pension Benefits</b> |             | <b>Postretirement Benefits</b> |             |
|----------------------------------------------------------------------------------------------------------|-------------------------|-------------|--------------------------------|-------------|
|                                                                                                          | <b>2013</b>             | <b>2012</b> | <b>2013</b>                    | <b>2012</b> |
| <b>Weighted average assumptions used to determine benefit obligations at December 31:</b>                |                         |             |                                |             |
| Discount rate                                                                                            | 4.9%                    | 4.0%        | 4.5%                           | 4.0%        |
| Rate of compensation increase                                                                            | 3.0%                    | 3.0%        | N/A                            | N/A         |
| <b>Weighted average assumptions used to determine net periodic costs for the year ended December 31:</b> |                         |             |                                |             |
| Discount rate                                                                                            | 4.0%                    | 4.9%        | 4.0%                           | 4.9%        |
| Expected long-term return on plan assets                                                                 | 6.5%                    | 6.6%        | 2.0%                           | 2.0%        |
| Rate of compensation increase                                                                            | 3.0%                    | 3.0%        | N/A                            | N/A         |

N/A not applicable

The discount rates are determined based on the yield on portfolios of high quality bonds, constructed to provide cash flows necessary to meet the plans' expected future benefit payments, as determined for the benefit obligations. The expected return on plan assets assumption is derived using the current and expected asset allocation of the pension plan assets and considering historical as well as expected returns on various classes of plan assets.

The following additional assumptions were used in accounting for postretirement benefits.

|                                                                            | <b>2013</b> | <b>2012</b> |
|----------------------------------------------------------------------------|-------------|-------------|
| Projected health care cost trend rate for participants of age 65 and below | 7.5%        | 8.0%        |
| Projected health care cost trend rate for participants above age 65        | 7.5%        | 8.0%        |
| Ultimate trend rate                                                        | 5.0%        | 5.0%        |
| Year ultimate trend rate is achieved for participants of age 65 and below  | 2019        | 2019        |
| Year ultimate trend rate is achieved for participants above 65             | 2019        | 2019        |

A one percentage point change in assumed health care cost trend rates would have the following effects:

|                                                             | <b>One Percentage Point Increase</b> | <b>One Percentage Point Decrease</b> |
|-------------------------------------------------------------|--------------------------------------|--------------------------------------|
| Effect on total service and interest cost components        | \$                                   | \$                                   |
| Effect on the accumulated postretirement benefit obligation | \$ 12                                | \$ (11)                              |

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*Plan Assets*

The asset allocations for the Company's U.S. qualified defined benefit pension plan trust and international pension plan trusts are based upon an analysis of the timing and amount of projected benefit payments, projected company contributions, the expected returns and risk of the asset classes and the correlation of those returns. The target asset allocation for the Company's U.S. pension plan trust, which accounted for 94% of total plan assets at December 31, 2013, is to invest between 70% 80% in long duration fixed income instruments, 16% 28% in equity securities and the remainder in cash and other investments. At December 31, 2013, this trust was invested approximately 72% in long duration fixed income portfolios, 26% in equity instruments, and the remainder in cash, cash equivalents and other investments. Other trusts, which fund the Company's international pension plans, accounted for 6% of total plan assets at December 31, 2013 and are invested approximately 62% in fixed income instruments, 30% in equity instruments, and the remainder in cash, cash equivalents and other investments. Long duration fixed income investments primarily consist of a diversified portfolio of investment grade fixed income instruments with a duration that approximates the duration of the liabilities covered by the trust. All equity portfolios are diversified between U.S. and non-U.S. equities and include large and small capitalization equities. The asset allocations are reviewed regularly.

The following tables set forth the Company's pension plan assets measured at fair value on a recurring basis at December 31, 2013 and 2012. These assets have been categorized according to the three-level fair value hierarchy established by the FASB which prioritizes the inputs used in measuring fair value. Level 1 is based on quoted prices for the asset in active markets. Level 2 is based on inputs that are observable other than quoted market prices in active markets, such as quoted prices for the asset in inactive markets or quoted prices for similar assets. Level 3 is based on unobservable inputs that market participants would use in pricing the asset.

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| At December 31, 2013                        | Level 1       | Level 2         | Level 3      | Total           |
|---------------------------------------------|---------------|-----------------|--------------|-----------------|
| Cash and cash equivalents <sup>(a)</sup>    | \$ 8          | \$ 58           | \$           | \$ 66           |
| Fixed income securities:                    |               |                 |              |                 |
| U.S. treasury securities                    | 134           |                 |              | 134             |
| Government related securities               | 45            | 240             |              | 285             |
| Corporate bonds <sup>(b)</sup>              |               | 2,383           |              | 2,383           |
| Mortgage-backed and asset-backed securities |               | 128             | 4            | 132             |
| Equity securities: <sup>(c)</sup>           |               |                 |              |                 |
| U.S. large capitalization                   | 350           | 357             |              | 707             |
| U.S. small capitalization                   | 98            | 3               |              | 101             |
| International equity <sup>(d)</sup>         |               | 307             |              | 307             |
| Limited partnerships                        |               |                 | 55           | 55              |
| Other                                       |               | 58              |              | 58              |
| <b>Total assets</b>                         | <b>\$ 635</b> | <b>\$ 3,534</b> | <b>\$ 59</b> | <b>\$ 4,228</b> |

| At December 31, 2012                        | Level 1       | Level 2         | Level 3      | Total           |
|---------------------------------------------|---------------|-----------------|--------------|-----------------|
| Cash and cash equivalents <sup>(a)</sup>    | \$ 25         | \$ 146          | \$           | \$ 171          |
| Fixed income securities:                    |               |                 |              |                 |
| U.S. treasury securities                    | 102           |                 |              | 102             |
| Government related securities               | 58            | 361             |              | 419             |
| Corporate bonds <sup>(b)</sup>              |               | 2,358           |              | 2,358           |
| Mortgage-backed and asset-backed securities |               | 176             | 4            | 180             |
| Equity securities: <sup>(c)</sup>           |               |                 |              |                 |
| U.S. large capitalization                   | 268           | 334             |              | 602             |
| U.S. small capitalization                   | 69            | 6               |              | 75              |
| International equity <sup>(d)</sup>         | 5             | 301             |              | 306             |
| Limited partnerships                        |               |                 | 52           | 52              |
| Other                                       |               | 9               |              | 9               |
| <b>Total assets</b>                         | <b>\$ 527</b> | <b>\$ 3,691</b> | <b>\$ 56</b> | <b>\$ 4,274</b> |

(a) Assets categorized as Level 2 reflect investments in money market funds.

(b) Securities of diverse industries, substantially all investment grade.

(c) Assets categorized as Level 2 reflect investments in common collective funds.

(d) Includes investments in emerging market funds of \$59 million in 2013 and 2012.

Money market investments are carried at amortized cost which approximates fair value due to the short-term maturity of these investments. Investments in equity securities are reported at fair value based on quoted market prices on national security exchanges. The fair value of investments in common collective funds are determined using the Net Asset Value ("NAV") provided by the administrator of the fund. The NAV is determined by each fund's trustee based upon the fair value of the underlying assets owned by the fund, less liabilities, divided by the

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number of outstanding units. The fair value of U.S. treasury securities is determined based on quoted market prices in active markets. The fair value of government related securities and corporate bonds is determined based on quoted market prices on national security exchanges, when available, or using valuation models which incorporate certain other

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observable inputs including recent trading activity for comparable securities and broker quoted prices. The fair value of mortgage-backed and asset-backed securities is based upon valuation models which incorporate available dealer quotes and market information. Limited partnerships are valued using statements issued by the partnership which determine the value based on the fair value of the underlying investments.

The table below sets forth a summary of changes in the fair value of investments reflected as Level 3 at December 31, 2013.

|                                                          | <b>Limited<br/>Partnerships</b> | <b>Mortgage-<br/>backed<br/>Securities</b> | <b>Total</b> |
|----------------------------------------------------------|---------------------------------|--------------------------------------------|--------------|
| At January 1, 2012                                       | \$ 75                           | \$ 5                                       | \$ 80        |
| Actual return related to investments held at end of year | 6                               |                                            | 6            |
| Distributions                                            | (29)                            | (1)                                        | (30)         |
| At December 31, 2012                                     | 52                              | 4                                          | 56           |
| Actual return related to investments held at end of year | 4                               |                                            | 4            |
| Distributions                                            | (1)                             |                                            | (1)          |
| At December 31, 2013                                     | \$ 55                           | \$ 4                                       | \$ 59        |

The Company's other postretirement benefits plan assets of \$5 million at both December 31, 2013 and 2012 were invested in U.S. fixed income index funds, which are categorized as Level 2 assets.

#### **Future Benefit Payments**

Estimated future benefit payments are as follows:

|                               | <b>2014</b> | <b>2015</b> | <b>2016</b> | <b>2017</b> | <b>2018</b> | <b>2019-2023</b> |
|-------------------------------|-------------|-------------|-------------|-------------|-------------|------------------|
| Pension                       | \$ 409      | \$ 400      | \$ 389      | \$ 381      | \$ 373      | \$ 1,727         |
| Postretirement                | \$ 72       | \$ 71       | \$ 68       | \$ 66       | \$ 63       | \$ 266           |
| Retiree Medicare drug subsidy | \$ 10       | \$ 10       | \$ 10       | \$ 10       | \$ 10       | \$ 44            |

In 2014, the Company expects to make contributions of approximately \$50 million to its non-qualified pension plans to satisfy the benefit payments due under these plans. Also in 2014, the Company expects to contribute approximately \$62 million to its other postretirement benefit plans to satisfy the Company's portion of benefit payments due under these plans.

#### **Multiemployer Pension and Postretirement Benefit Plans**

The Company contributes to a number of multiemployer defined benefit pension plans under the terms of collective-bargaining agreements that cover its union-represented employees including talent, writers, directors, producers and other employees, primarily in the entertainment industry. The other employers participating in these multiemployer plans are primarily in the entertainment and other related industries. The risks of participating in multiemployer plans are different from single-employer plans as assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers and if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers. In addition, if the Company chooses to stop participating in some of its multiemployer plans it may be required to pay those plans a withdrawal liability based on the underfunded status of the plan.



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The financial health of a multiemployer plan is indicated by the zone status, as defined by the Pension Protection Act of 2006, which represents the funded status of the plan as certified by the plan's actuary. Plans in the red zone are less than 65% funded, the yellow zone are between 65% and 80% funded, and green zone are at least 80% funded.

The table below presents information concerning the Company's participation in multiemployer defined benefit pension plans.

| Pension Plan                         | Employer Identification Number/Pension Plan Number | Pension Protection Act Zone Status <sup>(a)</sup> |       | Company Contributions |              |              | Expiration Date of Collective-Bargaining Agreement |
|--------------------------------------|----------------------------------------------------|---------------------------------------------------|-------|-----------------------|--------------|--------------|----------------------------------------------------|
|                                      |                                                    | 2013                                              | 2012  | 2013                  | 2012         | 2011         |                                                    |
| AFTRA Retirement Plan <sup>(b)</sup> | 13-6414972-001                                     | Green                                             | Green | \$ 7                  | \$ 7         | \$ 7         | (c)                                                |
| Directors Guild of America Producer  | 51-0137697-001                                     | Green                                             | Green | 5                     | 4            | 4            | 6/30/2017                                          |
| Producer Writers Guild of America    | 95-2216351-001                                     | Green                                             | Green | 8                     | 8            | 6            | 5/1/2014                                           |
| Screen Actors Guild Producers        | 95-2110997-001                                     | Green                                             | Green | 7                     | 6            | 6            | 6/30/2014                                          |
| Motion Picture Industry              | 95-1810805-001                                     | Green                                             | Green | 7                     | 7            | 8            | (d)                                                |
| Other Plans                          |                                                    |                                                   |       | 10                    | 8            | 6            |                                                    |
| <b>Total contributions</b>           |                                                    |                                                   |       | <b>\$ 44</b>          | <b>\$ 40</b> | <b>\$ 37</b> |                                                    |

- (a) The Zone status for each individual plan listed was certified by each plan's actuary as of the beginning of the plan years for 2013 and 2012. The plan year is the twelve months ending December 31 for each plan listed above except AFTRA Retirement Plan which has a plan year ending November 30.
- (b) The Company was listed in AFTRA Retirement Plan's Form 5500 as providing more than 5% of total contributions for the plan year ended November 30, 2012.
- (c) The expiration dates range from June 30, 2014 through November 15, 2014.
- (d) The expiration dates range from May 15, 2015 through March 2, 2016.

As a result of the above noted zone status there were no funding improvements or rehabilitation plans implemented, as defined by ERISA, nor any surcharges imposed for any of the individual plans listed.

The Company also contributes to multiemployer plans that provide postretirement healthcare, defined contribution and other benefits to certain employees under collective bargaining agreements. The contributions to these plans were \$17 million, \$19 million and \$20 million for the years ended December 31, 2013, 2012 and 2011, respectively.

The Company recognizes the net periodic cost for multiemployer pension and postretirement benefit plans based on the required contributions to the plans.

#### Defined Contribution Plans

The Company sponsors defined contribution plans for the benefit of substantially all employees meeting eligibility requirements. Employer contributions to such plans were \$53 million, \$49 million and \$46 million for the years ended December 31, 2013, 2012 and 2011, respectively.



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**14) COMMITMENTS AND CONTINGENCIES**

The Company's commitments not recorded on the balance sheet primarily consist of programming and talent commitments, operating lease arrangements, purchase obligations for goods and services, and guaranteed minimum franchise payments resulting from the Company's normal course of business.

Programming and talent commitments of the Company, estimated to aggregate \$14.48 billion as of December 31, 2013, primarily include \$11.23 billion for sports programming rights, \$2.47 billion relating to the production and licensing of television, radio, and film programming and \$773 million for talent contracts. The Company also has committed purchase obligations which include agreements to purchase goods and services in the future that totaled \$1.05 billion as of December 31, 2013.

Other long-term contractual obligations recorded on the Company's Consolidated Balance Sheet include program liabilities, participations due to producers and residuals.

At December 31, 2013, commitments for programming and talent and purchase obligations not recorded on the balance sheet and other long-term contractual obligations recorded on the balance sheet were payable as follows:

|                     | <b>Programming<br/>and Talent</b> | <b>Purchase<br/>Obligations</b> | <b>Other Long-term<br/>Contractual Obligations</b> |
|---------------------|-----------------------------------|---------------------------------|----------------------------------------------------|
| 2014                | \$ 2,356                          | \$ 240                          | \$                                                 |
| 2015                | 1,799                             | 208                             | 639                                                |
| 2016                | 1,708                             | 131                             | 313                                                |
| 2017                | 1,463                             | 113                             | 94                                                 |
| 2018                | 1,451                             | 107                             | 56                                                 |
| 2019 and thereafter | 5,703                             | 246                             | 53                                                 |
| <b>Total</b>        | <b>\$ 14,480</b>                  | <b>\$ 1,045</b>                 | <b>\$ 1,155</b>                                    |

The Company has long-term operating lease commitments for office space, billboards, equipment, transponders and studio facilities. At December 31, 2013, future minimum operating lease payments are estimated to aggregate \$1.79 billion, of which \$640 million relates to Outdoor Americas billboards. The Company also enters into capital leases for satellite transponders.

In addition, Outdoor Americas has agreements with municipalities and transit operators which entitle it to operate advertising displays within their transit systems, including on the interior and exterior of rail and subway cars and buses, as well as on benches, transit shelters, mall and street kiosks, and transit platforms. Under most of these franchise agreements, the franchisor is entitled to receive the greater of a percentage of the relevant advertising revenues, net of advertising agency fees, or a specified guaranteed minimum annual payment.

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At December 31, 2013, minimum rental payments under noncancellable operating leases with terms in excess of one year and guaranteed minimum franchise payments under agreements with municipalities and transit operators are as follows:

|                                          | <b>Leases</b>  |                  | <b>Guaranteed<br/>Minimum<br/>Franchise Payments</b> |
|------------------------------------------|----------------|------------------|------------------------------------------------------|
|                                          | <b>Capital</b> | <b>Operating</b> |                                                      |
| 2014                                     | \$ 21          | \$ 251           | \$ 151                                               |
| 2015                                     | 20             | 225              | 97                                                   |
| 2016                                     | 19             | 201              | 22                                                   |
| 2017                                     | 15             | 177              | 15                                                   |
| 2018                                     | 15             | 154              | 7                                                    |
| 2019 and thereafter                      | 44             | 783              | 39                                                   |
| <b>Total minimum payments</b>            | <b>\$ 134</b>  | <b>\$ 1,791</b>  | <b>\$ 331</b>                                        |
| Less amounts representing interest       | 21             |                  |                                                      |
| <b>Present value of minimum payments</b> | <b>\$ 113</b>  |                  |                                                      |

Future minimum operating lease payments have been reduced by future minimum sublease income of \$72 million. Rent expense was \$503 million (2013), \$487 million (2012) and \$483 million (2011).

#### *Guarantees*

On September 30, 2013 the Company completed the sale of Outdoor Europe to an affiliate of Platinum Equity. The Company continues to remain as guarantor of Outdoor Europe's franchise payment obligations under certain transit franchise agreements. Generally, the Company would be required to perform under the guarantees in the event of non-performance by the buyer. These agreements have varying terms, with the majority of the obligations guaranteed under these agreements expiring by September 2016. At December 31, 2013, the total franchise payment obligations under these agreements are estimated to be approximately \$280 million, which will decrease on a monthly basis thereafter. The estimated fair value of the guarantee liability of approximately \$40 million is included in "Liabilities of discontinued operations" on the Consolidated Balance Sheet at December 31, 2013.

The Company has indemnification obligations with respect to letters of credit and surety bonds primarily used as security against non-performance in the normal course of business. At December 31, 2013, the outstanding letters of credit and surety bonds approximated \$321 million and were not recorded on the Consolidated Balance Sheet.

In the course of its business, the Company both provides and receives indemnities which are intended to allocate certain risks associated with business transactions. Similarly, the Company may remain contingently liable for various obligations of a business that has been divested in the event that a third party does not live up to its obligations under an indemnification obligation. The Company records a liability for its indemnification obligations and other contingent liabilities when probable under generally accepted accounting principles.

#### **Legal Matters**

*E-books Matters.* A number of lawsuits described below have been pending against the following parties relating to the sale of e-books: Apple Inc., Hachette Book Group, Inc., HarperCollins

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Publishers, LLC, Holtzbrinck Publishers LLC d/b/a Macmillan, Penguin Group (USA) Inc. and the Company's subsidiary, Simon & Schuster, Inc. (collectively, the "Publishing parties").

On April 10, 2012, for purposes of settlement and without any admission of wrongdoing or liability, Simon & Schuster and two of the other Publishing parties entered into a settlement stipulation and proposed final judgment (the "Stipulation") with the United States Department of Justice (the "DOJ") in connection with the DOJ's investigations of agency distribution of e-books. In furtherance of this settlement, on April 11, 2012, the DOJ filed an antitrust action in the United States District Court for the Southern District of New York against the Publishing parties and concurrently filed the Stipulation with the court. On September 7, 2012, the Stipulation was approved by the court and final judgment was entered. The Stipulation does not involve any monetary payments by Simon & Schuster, but will require the adoption of certain business practices for a 24 month period (the "24 Month Period") and certain compliance practices for a five year period. Following a ruling in favor of the DOJ and a judgment against Apple that was entered by the court on September 6, 2013, Apple filed an appeal, which will be heard by the United States Court of Appeals for the Second Circuit. On October 4, 2013, Simon & Schuster filed an appeal with the court relating to an aspect of the Apple judgment involving the 24 Month Period.

On June 11, 2012, for purposes of settlement and without any admission of wrongdoing or liability, Simon & Schuster entered into a proposed settlement agreement to resolve the antitrust action filed by a number of states and the Commonwealth of Puerto Rico against several of the Publishing parties in the United States District Court for the Western District of Texas, which was transferred to the United States District Court for the Southern District of New York ("States") on April 30, 2012. The proposed settlement provides that, certain Publishing parties, including Simon & Schuster, will pay agreed upon amounts for consumer restitution, among other things, and also requires the adoption of certain business and compliance practices, which are substantially similar to those described in the Stipulation with the DOJ. On September 14, 2012, the court granted preliminary approval of the proposed settlement, which all states (except Minnesota), the District of Columbia and the United States territories joined. On October 15, 2012, Simon & Schuster paid the agreed upon amounts into an escrow account pending final court approval. On February 8, 2013, the court approved the proposed settlement following a final settlement approval hearing that day. On June 20, 2013, Simon & Schuster and certain other Publishing parties entered into a settlement agreement in the MDL litigation (as described below) covering claims of Minnesota residents (the "Minnesota Settlement"). The Minnesota Settlement was approved by the court on December 6, 2013. The Company believes that the settlements with the DOJ, the States and the Minnesota Settlement will not have a material adverse effect on its results of operations, financial position or cash flows.

On December 9, 2011, the United States Judicial Panel on Multidistrict Litigation (the "MDL") issued an order consolidating in the United States District Court for the Southern District of New York various purported class action suits that private litigants had filed in federal courts in California and New York. On January 20, 2012, the plaintiffs filed a consolidated amended class action complaint with the court against the Publishing parties. These private litigant plaintiffs, who are e-book purchasers, allege that, among other things, the defendants are in violation of federal and/or state antitrust laws in connection with the sale of e-books pursuant to agency distribution arrangements between each of the publishers and e-book retailers. The consolidated amended class action complaint generally seeks multiple forms of damages for the purchase of e-books and injunctive and other relief. On March 2, 2012, the Publishing parties filed a motion to dismiss this action. On May 15, 2012, the court denied the motion to dismiss. As noted above, on June 20, 2013, Simon & Schuster entered into the Minnesota Settlement, which was approved by the court on December 6, 2013. Upon final approval of the Minnesota Settlement by the

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court, Simon & Schuster was dismissed with prejudice from the MDL litigation and only those individuals who elect to opt out of the States settlement or the Minnesota Settlement will have any potential claims against Simon & Schuster.

Similar antitrust suits have been filed against the Publishing parties by private litigants in Canada, purportedly as class actions, under Canadian law, commencing on February 24, 2012; and by an Australian e-book retailer in the United States Court for the Southern District of New York on September 16, 2013. Simon & Schuster intends to defend itself in these matters.

In addition, the European Commission (the "EC") and Canadian Competition Bureau (the "CCB") conducted separate competition investigations of agency distribution arrangements of e-books in this industry. On December 12, 2012, following the close of a comment period, the EC entered into settlement agreements with Simon & Schuster and certain Publishing parties. The CCB also entered into a settlement agreement with Simon & Schuster and certain Publishing parties, which was effective on February 7, 2014. These settlements require the adoption of certain business and compliance practices similar to those described in the Stipulation with the DOJ.

*Claims Related to Former Businesses: Asbestos.* The Company is a defendant in lawsuits claiming various personal injuries related to asbestos and other materials, which allegedly occurred principally as a result of exposure caused by various products manufactured by Westinghouse, a predecessor, generally prior to the early 1970s. Westinghouse was neither a producer nor a manufacturer of asbestos. The Company is typically named as one of a large number of defendants in both state and federal cases. In the majority of asbestos lawsuits, the plaintiffs have not identified which of the Company's products is the basis of a claim. Claims against the Company in which a product has been identified principally relate to exposures allegedly caused by asbestos-containing insulating material in turbines sold for power-generation, industrial and marine use, or by asbestos-containing grades of decorative micarta, a laminate used in commercial ships.

Claims are frequently filed and/or settled in groups, which may make the amount and timing of settlements, and the number of pending claims, subject to significant fluctuation from period to period. The Company does not report as pending those claims on inactive, stayed, deferred or similar dockets which some jurisdictions have established for claimants who allege minimal or no impairment. As of December 31, 2013, the Company had pending approximately 45,150 asbestos claims, as compared with approximately 45,900 as of December 31, 2012 and 50,090 as of December 31, 2011. During 2013, the Company received approximately 4,310 new claims and closed or moved to an inactive docket approximately 5,060 claims. The Company reports claims as closed when it becomes aware that a dismissal order has been entered by a court or when the Company has reached agreement with the claimants on the material terms of a settlement. Settlement costs depend on the seriousness of the injuries that form the basis of the claim, the quality of evidence supporting the claims and other factors. The Company's total costs for the years 2013 and 2012 for settlement and defense of asbestos claims after insurance recoveries and net of tax benefits were approximately \$29 million and \$21 million, respectively. The Company's costs for settlement and defense of asbestos claims may vary year to year and insurance proceeds are not always recovered in the same period as the insured portion of the expenses.

The Company believes that its reserves and insurance are adequate to cover its asbestos liabilities. This belief is based upon many factors and assumptions, including the number of outstanding claims, estimated average cost per claim, the breakdown of claims by disease type, historic claim filings, costs per claim of resolution and the filing of new claims. While the number of asbestos claims filed against the Company has trended down in the past five to ten years and has remained flat in recent years, it is difficult to predict future asbestos liabilities, as events and circumstances may occur including, among others, the number and types of claims and average cost to resolve such claims, which could affect the Company's estimate of its asbestos liabilities.

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Tabular dollars in millions, except per share amounts)**

*Other.* The Company from time to time receives claims from federal and state environmental regulatory agencies and other entities asserting that it is or may be liable for environmental cleanup costs and related damages principally relating to historical and predecessor operations of the Company. In addition, the Company from time to time receives personal injury claims including toxic tort and product liability claims (other than asbestos) arising from historical operations of the Company and its predecessors.

*General.* On an ongoing basis, the Company vigorously defends itself in numerous lawsuits and proceedings and responds to various investigations and inquiries from federal, state and local authorities (collectively, "litigation"). Litigation may be brought against the Company without merit, is inherently uncertain and always difficult to predict. However, based on its understanding and evaluation of the relevant facts and circumstances, the Company believes that the above-described legal matters and other litigation to which it is a party are not likely, in the aggregate, to have a material adverse effect on its results of operations, financial position or cash flows. Under the Separation Agreement between the Company and Viacom Inc., the Company and Viacom Inc. have agreed to defend and indemnify the other in certain litigation in which the Company and/or Viacom Inc. is named.

## 15) REPORTABLE SEGMENTS

The following tables set forth the Company's financial performance by reportable segment. The Company's operating segments, which are the same as its reportable segments, have been determined in accordance with the Company's internal management structure, which is organized based upon products and services.

| Year Ended December 31, | 2013             | 2012             | 2011             |
|-------------------------|------------------|------------------|------------------|
| <b>Revenues:</b>        |                  |                  |                  |
| Entertainment           | \$ 8,645         | \$ 7,694         | \$ 7,457         |
| Cable Networks          | 2,069            | 1,772            | 1,621            |
| Publishing              | 809              | 790              | 787              |
| Local Broadcasting      | 2,696            | 2,774            | 2,689            |
| Outdoor Americas        | 1,304            | 1,296            | 1,286            |
| Eliminations            | (239)            | (237)            | (203)            |
| <b>Total Revenues</b>   | <b>\$ 15,284</b> | <b>\$ 14,089</b> | <b>\$ 13,637</b> |

Revenues generated between segments primarily reflect advertising sales and television and feature film license fees. These transactions are recorded at market value as if the sales were to third parties and are eliminated in consolidation.

| Year Ended December 31,            | 2013          | 2012          | 2011          |
|------------------------------------|---------------|---------------|---------------|
| <b>Intercompany Revenues:</b>      |               |               |               |
| Entertainment                      | \$ 208        | \$ 203        | \$ 160        |
| Cable Networks                     |               |               | 1             |
| Local Broadcasting                 | 17            | 19            | 20            |
| Outdoor Americas                   | 14            | 15            | 22            |
| <b>Total Intercompany Revenues</b> | <b>\$ 239</b> | <b>\$ 237</b> | <b>\$ 203</b> |

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

The Company presents operating income (loss) before depreciation and amortization ("OIBDA"), restructuring charges and impairment charges ("Segment OIBDA") as the primary measure of profit and loss for its operating segments in accordance with FASB guidance for segment reporting. The Company believes the presentation of Segment OIBDA is relevant and useful for investors because it allows investors to view segment performance in a manner similar to the primary method used by the Company's management and enhances their ability to understand the Company's operating performance.

| Year Ended December 31,                                                                          | 2013            | 2012            | 2011            |
|--------------------------------------------------------------------------------------------------|-----------------|-----------------|-----------------|
| <b>Segment OIBDA:</b>                                                                            |                 |                 |                 |
| Entertainment                                                                                    | \$ 1,758        | \$ 1,549        | \$ 1,431        |
| Cable Networks                                                                                   | 898             | 811             | 707             |
| Publishing                                                                                       | 113             | 89              | 92              |
| Local Broadcasting                                                                               | 898             | 957             | 849             |
| Outdoor Americas                                                                                 | 411             | 378             | 380             |
| Corporate                                                                                        | (342)           | (296)           | (302)           |
| <b>Total Segment OIBDA</b>                                                                       | <b>3,736</b>    | <b>3,488</b>    | <b>3,157</b>    |
| Restructuring charges                                                                            | (20)            | (19)            | (43)            |
| Impairment charges                                                                               |                 | (11)            |                 |
| Depreciation and amortization                                                                    | (457)           | (475)           | (495)           |
| <b>Operating income</b>                                                                          | <b>3,259</b>    | <b>2,983</b>    | <b>2,619</b>    |
| Interest expense                                                                                 | (376)           | (402)           | (435)           |
| Interest income                                                                                  | 8               | 6               | 6               |
| Net loss on early extinguishment of debt                                                         |                 | (32)            |                 |
| Other items, net                                                                                 | 6               | 6               | (11)            |
| Earnings from continuing operations before income taxes and equity in loss of investee companies | 2,897           | 2,561           | 2,179           |
| Provision for income taxes                                                                       | (978)           | (892)           | (751)           |
| Equity in loss of investee companies, net of tax                                                 | (46)            | (35)            | (37)            |
| Net earnings from continuing operations                                                          | 1,873           | 1,634           | 1,391           |
| Net earnings (loss) from discontinued operations, net of tax                                     | 6               | (60)            | (86)            |
| <b>Net earnings</b>                                                                              | <b>\$ 1,879</b> | <b>\$ 1,574</b> | <b>\$ 1,305</b> |

| Year Ended December 31,         | 2013            | 2012            | 2011            |
|---------------------------------|-----------------|-----------------|-----------------|
| <b>Operating Income (Loss):</b> |                 |                 |                 |
| Entertainment                   | \$ 1,593        | \$ 1,381        | \$ 1,231        |
| Cable Networks                  | 877             | 785             | 684             |
| Publishing                      | 106             | 80              | 83              |
| Local Broadcasting              | 807             | 848             | 750             |
| Outdoor Americas                | 243             | 209             | 197             |
| Corporate                       | (367)           | (320)           | (326)           |
| <b>Total Operating Income</b>   | <b>\$ 3,259</b> | <b>\$ 2,983</b> | <b>\$ 2,619</b> |



**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

| Year Ended December 31,                    | 2013          | 2012          | 2011          |
|--------------------------------------------|---------------|---------------|---------------|
| <b>Depreciation and Amortization:</b>      |               |               |               |
| Entertainment                              | \$ 153        | \$ 161        | \$ 160        |
| Cable Networks                             | 20            | 26            | 23            |
| Publishing                                 | 6             | 6             | 7             |
| Local Broadcasting                         | 86            | 90            | 99            |
| Outdoor Americas                           | 168           | 169           | 182           |
| Corporate                                  | 24            | 23            | 24            |
| <b>Total Depreciation and Amortization</b> | <b>\$ 457</b> | <b>\$ 475</b> | <b>\$ 495</b> |

| Year Ended December 31,               | 2013          | 2012          | 2011          |
|---------------------------------------|---------------|---------------|---------------|
| <b>Stock-based Compensation:</b>      |               |               |               |
| Entertainment                         | \$ 56         | \$ 49         | \$ 45         |
| Cable Networks                        | 8             | 6             | 4             |
| Publishing                            | 4             | 3             | 3             |
| Local Broadcasting                    | 27            | 24            | 22            |
| Outdoor Americas                      | 7             | 6             | 5             |
| Corporate                             | 127           | 65            | 60            |
| <b>Total Stock-based Compensation</b> | <b>\$ 229</b> | <b>\$ 153</b> | <b>\$ 139</b> |

| Year Ended December 31,           | 2013          | 2012          | 2011          |
|-----------------------------------|---------------|---------------|---------------|
| <b>Capital Expenditures:</b>      |               |               |               |
| Entertainment                     | \$ 101        | \$ 92         | \$ 94         |
| Cable Networks                    | 16            | 18            | 15            |
| Publishing                        | 4             | 5             | 7             |
| Local Broadcasting                | 64            | 64            | 69            |
| Outdoor Americas                  | 58            | 54            | 46            |
| Corporate                         | 27            | 21            | 14            |
| <b>Total Capital Expenditures</b> | <b>\$ 270</b> | <b>\$ 254</b> | <b>\$ 245</b> |

| At December 31, | 2013     | 2012     |
|-----------------|----------|----------|
| <b>Assets:</b>  |          |          |
| Entertainment   | \$ 9,657 | \$ 9,023 |

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|                         |                  |                  |
|-------------------------|------------------|------------------|
| Cable Networks          | 1,968            | 1,750            |
| Publishing              | 1,026            | 1,033            |
| Local Broadcasting      | 9,600            | 9,614            |
| Outdoor Americas        | 3,342            | 3,542            |
| Corporate               | 676              | 1,026            |
| Discontinued operations | 118              | 478              |
| <b>Total Assets</b>     | <b>\$ 26,387</b> | <b>\$ 26,466</b> |

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**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

| Year Ended December 31,            | 2013             | 2012             | 2011             |
|------------------------------------|------------------|------------------|------------------|
| <b>Revenues by Type:</b>           |                  |                  |                  |
| Advertising                        | \$ 8,803         | \$ 8,459         | \$ 8,399         |
| Content licensing and distribution | 3,997            | 3,468            | 3,236            |
| Affiliate and subscription fees    | 2,221            | 1,921            | 1,762            |
| Other                              | 263              | 241              | 240              |
| <b>Total Revenues</b>              | <b>\$ 15,284</b> | <b>\$ 14,089</b> | <b>\$ 13,637</b> |

| Year Ended December 31,         | 2013             | 2012             | 2011             |
|---------------------------------|------------------|------------------|------------------|
| <b>Revenues:</b> <sup>(a)</sup> |                  |                  |                  |
| United States                   | \$ 13,293        | \$ 12,358        | \$ 12,055        |
| International                   | 1,991            | 1,731            | 1,582            |
| <b>Total Revenues</b>           | <b>\$ 15,284</b> | <b>\$ 14,089</b> | <b>\$ 13,637</b> |

| At December 31,                          | 2013             | 2012             |
|------------------------------------------|------------------|------------------|
| <b>Long-lived Assets:</b> <sup>(b)</sup> |                  |                  |
| United States                            | \$ 20,169        | \$ 19,850        |
| International                            | 533              | 722              |
| <b>Total Long-lived Assets</b>           | <b>\$ 20,702</b> | <b>\$ 20,572</b> |

Transactions within the Company between the United States and international regions were not significant.

(a) Revenue classifications are based on customers' locations.

(b) Reflects total assets from both continuing and discontinued operations less current assets, investments and noncurrent deferred tax assets.

## 16) OTHER ITEMS, NET

For all periods presented, "Other items, net" primarily consisted of foreign exchange gains and losses.

## 17) SUPPLEMENTAL CASH FLOW INFORMATION

| Year Ended December 31, | 2013 | 2012 | 2011 |
|-------------------------|------|------|------|
|-------------------------|------|------|------|

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|                                                    |        |        |        |
|----------------------------------------------------|--------|--------|--------|
| Cash paid for interest, net of amounts capitalized | \$ 360 | \$ 441 | \$ 419 |
|----------------------------------------------------|--------|--------|--------|

Cash paid for income taxes:

|                         |        |        |        |
|-------------------------|--------|--------|--------|
| Continuing operations   | \$ 422 | \$ 425 | \$ 233 |
| Discontinued operations | (36)   | (19)   | 2      |

|              |               |               |               |
|--------------|---------------|---------------|---------------|
| <b>Total</b> | <b>\$ 386</b> | <b>\$ 406</b> | <b>\$ 235</b> |
|--------------|---------------|---------------|---------------|

| Year Ended December 31, | 2013 | 2012 | 2011 |
|-------------------------|------|------|------|
|-------------------------|------|------|------|

Non-cash investing and financing activities:

|                                                       |       |       |       |
|-------------------------------------------------------|-------|-------|-------|
| Equipment acquired under capitalized leases           | \$ 58 | \$ 13 | \$ 7  |
| Investment in investee companies                      | \$ 13 | \$    | \$    |
| Contingent consideration associated with acquisitions | \$    | \$ 4  | \$ 56 |

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**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

**18) QUARTERLY FINANCIAL DATA (unaudited):**

| 2013 <sup>(a)</sup>                                   | First<br>Quarter | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter | Total Year       |
|-------------------------------------------------------|------------------|-------------------|------------------|-------------------|------------------|
| <b>Revenues:</b>                                      |                  |                   |                  |                   |                  |
| Entertainment                                         | \$ 2,539         | \$ 2,008          | \$ 1,884         | \$ 2,214          | \$ 8,645         |
| Cable Networks                                        | 478              | 518               | 596              | 477               | 2,069            |
| Publishing                                            | 171              | 189               | 224              | 225               | 809              |
| Local Broadcasting                                    | 638              | 698               | 641              | 719               | 2,696            |
| Outdoor Americas                                      | 281              | 335               | 341              | 347               | 1,304            |
| Eliminations                                          | (67)             | (49)              | (52)             | (71)              | (239)            |
| <b>Total Revenues</b>                                 | <b>\$ 4,040</b>  | <b>\$ 3,699</b>   | <b>\$ 3,634</b>  | <b>\$ 3,911</b>   | <b>\$ 15,284</b> |
| <b>Segment OIBDA:</b>                                 |                  |                   |                  |                   |                  |
| Entertainment                                         | \$ 480           | \$ 429            | \$ 431           | \$ 418            | \$ 1,758         |
| Cable Networks                                        | 231              | 207               | 261              | 199               | 898              |
| Publishing                                            | 12               | 21                | 43               | 37                | 113              |
| Local Broadcasting                                    | 199              | 255               | 181              | 263               | 898              |
| Outdoor Americas                                      | 74               | 107               | 110              | 120               | 411              |
| Corporate                                             | (80)             | (67)              | (85)             | (110)             | (342)            |
| <b>Total Segment OIBDA</b>                            | <b>916</b>       | <b>952</b>        | <b>941</b>       | <b>927</b>        | <b>3,736</b>     |
| Restructuring charges                                 |                  |                   |                  | (20)              | (20)             |
| Depreciation and amortization                         | (116)            | (114)             | (113)            | (114)             | (457)            |
| <b>Total Operating Income</b>                         | <b>\$ 800</b>    | <b>\$ 838</b>     | <b>\$ 828</b>    | <b>\$ 793</b>     | <b>\$ 3,259</b>  |
| <b>Operating Income (Loss):</b>                       |                  |                   |                  |                   |                  |
| Entertainment                                         | \$ 440           | \$ 391            | \$ 394           | \$ 368            | \$ 1,593         |
| Cable Networks                                        | 227              | 202               | 255              | 193               | 877              |
| Publishing                                            | 10               | 20                | 41               | 35                | 106              |
| Local Broadcasting                                    | 176              | 234               | 161              | 236               | 807              |
| Outdoor Americas                                      | 32               | 65                | 68               | 78                | 243              |
| Corporate                                             | (85)             | (74)              | (91)             | (117)             | (367)            |
| <b>Total Operating Income</b>                         | <b>\$ 800</b>    | <b>\$ 838</b>     | <b>\$ 828</b>    | <b>\$ 793</b>     | <b>\$ 3,259</b>  |
| Net earnings from continuing operations               | \$ 463           | \$ 476            | \$ 469           | \$ 465            | \$ 1,873         |
| Net earnings                                          | \$ 443           | \$ 472            | \$ 494           | \$ 470            | \$ 1,879         |
| Basic net earnings per common share:                  |                  |                   |                  |                   |                  |
| Net earnings from continuing operations               | \$ .75           | \$ .78            | \$ .78           | \$ .78            | \$ 3.08          |
| Net earnings                                          | \$ .71           | \$ .78            | \$ .82           | \$ .78            | \$ 3.09          |
| Diluted net earnings per common share:                |                  |                   |                  |                   |                  |
| Net earnings from continuing operations               | \$ .73           | \$ .76            | \$ .76           | \$ .76            | \$ 3.00          |
| Net earnings                                          | \$ .69           | \$ .76            | \$ .80           | \$ .76            | \$ 3.01          |
| Weighted average number of common shares outstanding: |                  |                   |                  |                   |                  |
| Basic                                                 | 621              | 609               | 603              | 599               | 608              |

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|                            |    |      |    |      |    |      |    |      |    |      |
|----------------------------|----|------|----|------|----|------|----|------|----|------|
| Diluted                    |    | 638  |    | 624  |    | 618  |    | 615  |    | 624  |
| Dividends per common share | \$ | ..12 | \$ | ..12 | \$ | ..12 | \$ | ..12 | \$ | ..48 |

- (a) During 2013, the Company completed the sale of Outdoor Europe which has been presented as a discontinued operation in the consolidated financial statements for all periods presented.

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**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

| 2012 <sup>(a)</sup>                                   | First<br>Quarter | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter | Total Year       |
|-------------------------------------------------------|------------------|-------------------|------------------|-------------------|------------------|
| <b>Revenues:</b>                                      |                  |                   |                  |                   |                  |
| Entertainment                                         | \$ 2,318         | \$ 1,707          | \$ 1,680         | \$ 1,989          | \$ 7,694         |
| Cable Networks                                        | 452              | 446               | 436              | 438               | 1,772            |
| Publishing                                            | 176              | 189               | 210              | 215               | 790              |
| Local Broadcasting                                    | 622              | 704               | 661              | 787               | 2,774            |
| Outdoor Americas                                      | 288              | 334               | 334              | 340               | 1,296            |
| Eliminations                                          | (60)             | (51)              | (55)             | (71)              | (237)            |
| <b>Total Revenues</b>                                 | <b>\$ 3,796</b>  | <b>\$ 3,329</b>   | <b>\$ 3,266</b>  | <b>\$ 3,698</b>   | <b>\$ 14,089</b> |
| <b>Segment OIBDA:</b>                                 |                  |                   |                  |                   |                  |
| Entertainment                                         | \$ 411           | \$ 426            | \$ 384           | \$ 328            | \$ 1,549         |
| Cable Networks                                        | 209              | 190               | 227              | 185               | 811              |
| Publishing                                            | 10               | 9                 | 39               | 31                | 89               |
| Local Broadcasting                                    | 171              | 248               | 213              | 325               | 957              |
| Outdoor Americas                                      | 76               | 103               | 105              | 94                | 378              |
| Corporate                                             | (70)             | (65)              | (64)             | (97)              | (296)            |
| <b>Total Segment OIBDA</b>                            | <b>807</b>       | <b>911</b>        | <b>904</b>       | <b>866</b>        | <b>3,488</b>     |
| Restructuring charges                                 |                  |                   |                  | (19)              | (19)             |
| Impairment charges                                    | (11)             |                   |                  |                   | (11)             |
| Depreciation and amortization                         | (119)            | (119)             | (116)            | (121)             | (475)            |
| <b>Total Operating Income</b>                         | <b>\$ 677</b>    | <b>\$ 792</b>     | <b>\$ 788</b>    | <b>\$ 726</b>     | <b>\$ 2,983</b>  |
| <b>Operating Income (Loss):</b>                       |                  |                   |                  |                   |                  |
| Entertainment                                         | \$ 370           | \$ 385            | \$ 346           | \$ 280            | \$ 1,381         |
| Cable Networks                                        | 204              | 184               | 221              | 176               | 785              |
| Publishing                                            | 8                | 7                 | 38               | 27                | 80               |
| Local Broadcasting                                    | 138              | 225               | 190              | 295               | 848              |
| Outdoor Americas                                      | 33               | 62                | 62               | 52                | 209              |
| Corporate                                             | (76)             | (71)              | (69)             | (104)             | (320)            |
| <b>Total Operating Income</b>                         | <b>\$ 677</b>    | <b>\$ 792</b>     | <b>\$ 788</b>    | <b>\$ 726</b>     | <b>\$ 2,983</b>  |
| Net earnings from continuing operations               | \$ 394           | \$ 452            | \$ 385           | \$ 403            | \$ 1,634         |
| Net earnings                                          | \$ 363           | \$ 427            | \$ 391           | \$ 393            | \$ 1,574         |
| Basic net earnings per common share:                  |                  |                   |                  |                   |                  |
| Net earnings from continuing operations               | \$ .61           | \$ .70            | \$ .60           | \$ .64            | \$ 2.55          |
| Net earnings                                          | \$ .56           | \$ .66            | \$ .61           | \$ .62            | \$ 2.45          |
| Diluted net earnings per common share:                |                  |                   |                  |                   |                  |
| Net earnings from continuing operations               | \$ .59           | \$ .68            | \$ .59           | \$ .62            | \$ 2.48          |
| Net earnings                                          | \$ .54           | \$ .65            | \$ .60           | \$ .60            | \$ 2.39          |
| Weighted average number of common shares outstanding: |                  |                   |                  |                   |                  |
| Basic                                                 | 650              | 646               | 640              | 634               | 642              |
| Diluted                                               | 667              | 661               | 656              | 650               | 659              |
| Dividends per common share                            | \$ .10           | \$ .10            | \$ .12           | \$ .12            | \$ .44           |

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(a)

During 2013, the Company completed the sale of Outdoor Europe which has been presented as a discontinued operation in the consolidated financial statements for all periods presented.

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**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

**19) CONDENSED CONSOLIDATING FINANCIAL STATEMENTS**

CBS Operations Inc. is a wholly owned subsidiary of the Company. CBS Operations Inc. has fully and unconditionally guaranteed CBS Corp.'s senior debt securities (See Note 8). The following condensed consolidating financial statements present the results of operations, financial position and cash flows of CBS Corp., CBS Operations Inc., the direct and indirect Non-Guarantor Affiliates of CBS Corp. and CBS Operations Inc., and the eliminations necessary to arrive at the information for the Company on a consolidated basis.

|                                                                                                                    | <b>Statement of Operations</b><br><b>For the Year Ended December 31, 2013</b> |                            |                                 |                     |  |                               |
|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|----------------------------|---------------------------------|---------------------|--|-------------------------------|
|                                                                                                                    | <b>CBS Corp.</b>                                                              | <b>CBS Operations Inc.</b> | <b>Non-Guarantor Affiliates</b> | <b>Eliminations</b> |  | <b>CBS Corp. Consolidated</b> |
| Revenues                                                                                                           | \$ 145                                                                        | \$ 11                      | \$ 15,128                       | \$                  |  | \$ 15,284                     |
| Expenses:                                                                                                          |                                                                               |                            |                                 |                     |  |                               |
| Operating                                                                                                          | 69                                                                            | 8                          | 8,736                           |                     |  | 8,813                         |
| Selling, general and administrative                                                                                | 65                                                                            | 332                        | 2,338                           |                     |  | 2,735                         |
| Restructuring charges                                                                                              |                                                                               | 1                          | 19                              |                     |  | 20                            |
| Depreciation and amortization                                                                                      | 6                                                                             | 14                         | 437                             |                     |  | 457                           |
| Total expenses                                                                                                     | 140                                                                           | 355                        | 11,530                          |                     |  | 12,025                        |
| Operating income (loss)                                                                                            | 5                                                                             | (344)                      | 3,598                           |                     |  | 3,259                         |
| Interest (expense) income, net                                                                                     | (457)                                                                         | (369)                      | 458                             |                     |  | (368)                         |
| Other items, net                                                                                                   |                                                                               | 4                          | 2                               |                     |  | 6                             |
| Earnings (loss) from continuing operations before income taxes and equity in earnings (loss) of investee companies | (452)                                                                         | (709)                      | 4,058                           |                     |  | 2,897                         |
| (Provision) benefit for income taxes                                                                               | 154                                                                           | 242                        | (1,374)                         |                     |  | (978)                         |
| Equity in earnings (loss) of investee companies, net of tax                                                        | 2,168                                                                         | 1,288                      | (46)                            | (3,456)             |  | (46)                          |
| Net earnings from continuing operations                                                                            | 1,870                                                                         | 821                        | 2,638                           | (3,456)             |  | 1,873                         |
| Net earnings (loss) from discontinued operations, net of tax                                                       | 9                                                                             |                            | (3)                             |                     |  | 6                             |
| Net earnings                                                                                                       | \$ 1,879                                                                      | \$ 821                     | \$ 2,635                        | \$ (3,456)          |  | \$ 1,879                      |
| Total comprehensive income                                                                                         | \$ 1,903                                                                      | \$ 818                     | \$ 2,458                        | \$ (3,276)          |  | \$ 1,903                      |

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

|                                                                                                                    | Statement of Operations<br>For the Year Ended December 31, 2012 |                           |                                 |              |                           |  |
|--------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------------|---------------------------------|--------------|---------------------------|--|
|                                                                                                                    | CBS Corp.                                                       | CBS<br>Operations<br>Inc. | Non-<br>Guarantor<br>Affiliates | Eliminations | CBS Corp.<br>Consolidated |  |
| Revenues                                                                                                           | \$ 157                                                          | \$ 15                     | \$ 13,917                       | \$           | \$ 14,089                 |  |
| Expenses:                                                                                                          |                                                                 |                           |                                 |              |                           |  |
| Operating                                                                                                          | 74                                                              | 8                         | 7,885                           |              | 7,967                     |  |
| Selling, general and administrative                                                                                | 87                                                              | 255                       | 2,292                           |              | 2,634                     |  |
| Restructuring charges                                                                                              |                                                                 | 2                         | 17                              |              | 19                        |  |
| Impairment charges                                                                                                 |                                                                 |                           | 11                              |              | 11                        |  |
| Depreciation and amortization                                                                                      | 6                                                               | 14                        | 455                             |              | 475                       |  |
| Total expenses                                                                                                     | 167                                                             | 279                       | 10,660                          |              | 11,106                    |  |
| Operating income (loss)                                                                                            | (10)                                                            | (264)                     | 3,257                           |              | 2,983                     |  |
| Interest (expense) income, net                                                                                     | (480)                                                           | (351)                     | 435                             |              | (396)                     |  |
| Net loss on early extinguishment of debt                                                                           | (32)                                                            |                           |                                 |              | (32)                      |  |
| Other items, net                                                                                                   | 1                                                               | (5)                       | 10                              |              | 6                         |  |
| Earnings (loss) from continuing operations before income taxes and equity in earnings (loss) of investee companies | (521)                                                           | (620)                     | 3,702                           |              | 2,561                     |  |
| (Provision) benefit for income taxes                                                                               | 185                                                             | 218                       | (1,295)                         |              | (892)                     |  |
| Equity in earnings (loss) of investee companies, net of tax                                                        | 1,884                                                           | 1,145                     | (35)                            | (3,029)      | (35)                      |  |
| Net earnings from continuing operations                                                                            | 1,548                                                           | 743                       | 2,372                           | (3,029)      | 1,634                     |  |
| Net earnings (loss) from discontinued operations, net of tax                                                       | 26                                                              | (1)                       | (85)                            |              | (60)                      |  |
| Net earnings                                                                                                       | \$ 1,574                                                        | \$ 742                    | \$ 2,287                        | \$ (3,029)   | \$ 1,574                  |  |
| Total comprehensive income                                                                                         | \$ 1,444                                                        | \$ 735                    | \$ 2,295                        | \$ (3,030)   | \$ 1,444                  |  |

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

|                                                                                                                    | Statement of Operations<br>For the Year Ended December 31, 2011 |                           |                                 |              |                           |  |
|--------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------------|---------------------------------|--------------|---------------------------|--|
|                                                                                                                    | CBS Corp.                                                       | CBS<br>Operations<br>Inc. | Non-<br>Guarantor<br>Affiliates | Eliminations | CBS Corp.<br>Consolidated |  |
| Revenues                                                                                                           | \$ 131                                                          | \$ 19                     | \$ 13,487                       | \$           | \$ 13,637                 |  |
| Expenses:                                                                                                          |                                                                 |                           |                                 |              |                           |  |
| Operating                                                                                                          | 72                                                              | 8                         | 7,802                           |              | 7,882                     |  |
| Selling, general and administrative                                                                                | 109                                                             | 247                       | 2,242                           |              | 2,598                     |  |
| Restructuring charges                                                                                              |                                                                 |                           | 43                              |              | 43                        |  |
| Depreciation and amortization                                                                                      | 5                                                               | 15                        | 475                             |              | 495                       |  |
| Total expenses                                                                                                     | 186                                                             | 270                       | 10,562                          |              | 11,018                    |  |
| Operating income (loss)                                                                                            | (55)                                                            | (251)                     | 2,925                           |              | 2,619                     |  |
| Interest (expense) income, net                                                                                     | (514)                                                           | (341)                     | 426                             |              | (429)                     |  |
| Other items, net                                                                                                   |                                                                 | 6                         | (17)                            |              | (11)                      |  |
| Earnings (loss) from continuing operations before income taxes and equity in earnings (loss) of investee companies | (569)                                                           | (586)                     | 3,334                           |              | 2,179                     |  |
| (Provision) benefit for income taxes                                                                               | 201                                                             | 207                       | (1,159)                         |              | (751)                     |  |
| Equity in earnings (loss) of investee companies, net of tax                                                        | 1,666                                                           | 1,256                     | (37)                            | (2,922)      | (37)                      |  |
| Net earnings from continuing operations                                                                            | 1,298                                                           | 877                       | 2,138                           | (2,922)      | 1,391                     |  |
| Net earnings (loss) from discontinued operations, net of tax                                                       | 7                                                               | 7                         | (100)                           |              | (86)                      |  |
| Net earnings                                                                                                       | \$ 1,305                                                        | \$ 884                    | \$ 2,038                        | \$ (2,922)   | \$ 1,305                  |  |
| Total comprehensive income                                                                                         | \$ 1,152                                                        | \$ 884                    | \$ 2,021                        | \$ (2,905)   | \$ 1,152                  |  |

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

|                                                | Balance Sheet<br>At December 31, 2013 |                           |                                 |              |                           |
|------------------------------------------------|---------------------------------------|---------------------------|---------------------------------|--------------|---------------------------|
|                                                | CBS Corp.                             | CBS<br>Operations<br>Inc. | Non-<br>Guarantor<br>Affiliates | Eliminations | CBS Corp.<br>Consolidated |
| <b>Assets</b>                                  |                                       |                           |                                 |              |                           |
| Cash and cash equivalents                      | \$ 80                                 | \$ 1                      | \$ 316                          | \$           | \$ 397                    |
| Receivables, net                               | 30                                    | 2                         | 3,383                           |              | 3,415                     |
| Programming and other inventory                | 4                                     | 2                         | 766                             |              | 772                       |
| Prepaid expenses and other current assets      | 179                                   | 18                        | 615                             | (26)         | 786                       |
| Total current assets                           | 293                                   | 23                        | 5,080                           | (26)         | 5,370                     |
| Property and equipment                         | 37                                    | 137                       | 4,849                           |              | 5,023                     |
| Less accumulated depreciation and amortization | 9                                     | 83                        | 2,695                           |              | 2,787                     |
| Net property and equipment                     | 28                                    | 54                        | 2,154                           |              | 2,236                     |
| Programming and other inventory                | 5                                     |                           | 1,692                           |              | 1,697                     |
| Goodwill                                       | 98                                    | 62                        | 8,402                           |              | 8,562                     |
| Intangible assets                              |                                       |                           | 6,430                           |              | 6,430                     |
| Investments in consolidated subsidiaries       | 40,450                                | 10,415                    |                                 | (50,865)     |                           |
| Other assets                                   | 89                                    | 18                        | 1,985                           |              | 2,092                     |
| Intercompany                                   |                                       | 3,230                     | 18,423                          | (21,653)     |                           |
| Total Assets                                   | \$ 40,963                             | \$ 13,802                 | \$ 44,166                       | \$ (72,544)  | \$ 26,387                 |
| <b>Liabilities and Stockholders' Equity</b>    |                                       |                           |                                 |              |                           |
| Accounts payable                               | \$ 1                                  | \$ 8                      | \$ 362                          | \$           | \$ 371                    |
| Participants' share and royalties payable      |                                       |                           | 1,008                           |              | 1,008                     |
| Program rights                                 | 5                                     | 2                         | 391                             |              | 398                       |
| Commercial paper                               | 475                                   |                           |                                 |              | 475                       |
| Current portion of long-term debt              | 5                                     |                           | 16                              |              | 21                        |
| Accrued expenses and other current liabilities | 361                                   | 293                       | 1,306                           | (26)         | 1,934                     |
| Total current liabilities                      | 847                                   | 303                       | 3,083                           | (26)         | 4,207                     |
| Long-term debt                                 | 5,791                                 |                           | 149                             |              | 5,940                     |
| Other liabilities                              | 2,706                                 | 303                       | 3,265                           |              | 6,274                     |
| Intercompany                                   | 21,653                                |                           |                                 | (21,653)     |                           |
| Stockholders' Equity:                          |                                       |                           |                                 |              |                           |
| Preferred stock                                |                                       |                           | 126                             | (126)        |                           |
| Common stock                                   | 1                                     | 123                       | 953                             | (1,076)      | 1                         |
| Additional paid-in capital                     | 43,474                                |                           | 61,678                          | (61,678)     | 43,474                    |
| Retained earnings (deficit)                    | (24,890)                              | 13,414                    | (20,414)                        | 7,000        | (24,890)                  |
| Accumulated other comprehensive income (loss)  | (545)                                 | (10)                      | 126                             | (116)        | (545)                     |
|                                                | 18,040                                | 13,527                    | 42,469                          | (55,996)     | 18,040                    |
| Less treasury stock, at cost                   | 8,074                                 | 331                       | 4,800                           | (5,131)      | 8,074                     |

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|                            |       |        |        |          |       |
|----------------------------|-------|--------|--------|----------|-------|
| Total Stockholders' Equity | 9,966 | 13,196 | 37,669 | (50,865) | 9,966 |
|----------------------------|-------|--------|--------|----------|-------|

|                                            |           |           |           |             |           |
|--------------------------------------------|-----------|-----------|-----------|-------------|-----------|
| Total Liabilities and Stockholders' Equity | \$ 40,963 | \$ 13,802 | \$ 44,166 | \$ (72,544) | \$ 26,387 |
|--------------------------------------------|-----------|-----------|-----------|-------------|-----------|

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**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

|                                                | <b>Balance Sheet<br/>At December 31, 2012</b> |                                    |                                          |                     |                                   |
|------------------------------------------------|-----------------------------------------------|------------------------------------|------------------------------------------|---------------------|-----------------------------------|
|                                                | <b>CBS Corp.</b>                              | <b>CBS<br/>Operations<br/>Inc.</b> | <b>Non-<br/>Guarantor<br/>Affiliates</b> | <b>Eliminations</b> | <b>CBS Corp.<br/>Consolidated</b> |
| <b>Assets</b>                                  |                                               |                                    |                                          |                     |                                   |
| Cash and cash equivalents                      | \$ 254                                        | \$ 1                               | \$ 453                                   | \$                  | \$ 708                            |
| Receivables, net                               | 31                                            | 2                                  | 3,104                                    |                     | 3,137                             |
| Programming and other inventory                | 5                                             | 3                                  | 851                                      |                     | 859                               |
| Prepaid expenses and other current assets      | 142                                           | 14                                 | 886                                      | (26)                | 1,016                             |
| <br>Total current assets                       | <br>432                                       | <br>20                             | <br>5,294                                | <br>(26)            | <br>5,720                         |
| Property and equipment                         | 39                                            | 117                                | 4,832                                    |                     | 4,988                             |
| Less accumulated depreciation and amortization | 8                                             | 69                                 | 2,640                                    |                     | 2,717                             |
| Net property and equipment                     | 31                                            | 48                                 | 2,192                                    |                     | 2,271                             |
| Programming and other inventory                | 3                                             | 2                                  | 1,577                                    |                     | 1,582                             |
| Goodwill                                       | 98                                            | 62                                 | 8,407                                    |                     | 8,567                             |
| Intangible assets                              |                                               |                                    | 6,515                                    |                     | 6,515                             |
| Investments in consolidated subsidiaries       | 38,658                                        | 9,128                              |                                          | (47,786)            |                                   |
| Other assets                                   | 171                                           | 14                                 | 1,626                                    |                     | 1,811                             |
| Intercompany                                   |                                               | 3,655                              | 16,122                                   | (19,777)            |                                   |
| <br>Total Assets                               | <br>\$ 39,393                                 | <br>\$ 12,929                      | <br>\$ 41,733                            | <br>\$ (67,589)     | <br>\$ 26,466                     |
| <b>Liabilities and Stockholders' Equity</b>    |                                               |                                    |                                          |                     |                                   |
| Accounts payable                               | \$ 2                                          | \$ 6                               | \$ 378                                   | \$                  | \$ 386                            |
| Participants' share and royalties payable      |                                               |                                    | 953                                      |                     | 953                               |
| Program rights                                 | 6                                             | 4                                  | 445                                      |                     | 455                               |
| Current portion of long-term debt              | 5                                             |                                    | 13                                       |                     | 18                                |
| Accrued expenses and other current liabilities | 345                                           | 286                                | 1,524                                    | (26)                | 2,129                             |
| <br>Total current liabilities                  | <br>358                                       | <br>296                            | <br>3,313                                | <br>(26)            | <br>3,941                         |
| Long-term debt                                 | 5,793                                         |                                    | 111                                      |                     | 5,904                             |
| Other liabilities                              | 3,252                                         | 255                                | 2,901                                    |                     | 6,408                             |
| Intercompany                                   | 19,777                                        |                                    |                                          | (19,777)            |                                   |
| Stockholders' Equity:                          |                                               |                                    |                                          |                     |                                   |
| Preferred stock                                |                                               |                                    | 128                                      | (128)               |                                   |
| Common stock                                   | 1                                             | 123                                | 1,136                                    | (1,259)             | 1                                 |
| Additional paid-in capital                     | 43,424                                        |                                    | 61,690                                   | (61,690)            | 43,424                            |
| Retained earnings (deficit)                    | (26,769)                                      | 12,593                             | (23,049)                                 | 10,456              | (26,769)                          |
| Accumulated other comprehensive income (loss)  | (569)                                         | (7)                                | 303                                      | (296)               | (569)                             |
|                                                | 16,087                                        | 12,709                             | 40,208                                   | (52,917)            | 16,087                            |

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|                                            |           |           |           |             |           |
|--------------------------------------------|-----------|-----------|-----------|-------------|-----------|
| Less treasury stock, at cost               | 5,874     | 331       | 4,800     | (5,131)     | 5,874     |
| Total Stockholders' Equity                 | 10,213    | 12,378    | 35,408    | (47,786)    | 10,213    |
| Total Liabilities and Stockholders' Equity | \$ 39,393 | \$ 12,929 | \$ 41,733 | \$ (67,589) | \$ 26,466 |

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**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

|                                                                                      | Statement of Cash Flows<br>For the Year Ended December 31, 2013 |                           |                                  |              |                           |
|--------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------------|----------------------------------|--------------|---------------------------|
|                                                                                      | CBS Corp.                                                       | CBS<br>Operations<br>Inc. | Non -<br>Guarantor<br>Affiliates | Eliminations | CBS Corp.<br>Consolidated |
| <b>Net cash flow (used for) provided by operating activities</b>                     | \$ (934)                                                        | \$ (187)                  | \$ 2,994                         | \$           | \$ 1,873                  |
| <b>Investing Activities:</b>                                                         |                                                                 |                           |                                  |              |                           |
| Acquisitions, net of cash acquired                                                   |                                                                 |                           | (32)                             |              | (32)                      |
| Capital expenditures                                                                 |                                                                 | (27)                      | (243)                            |              | (270)                     |
| Investments in and advances to investee companies                                    |                                                                 |                           | (176)                            |              | (176)                     |
| Proceeds from sale of investments                                                    | 23                                                              | 1                         | 6                                |              | 30                        |
| Proceeds from dispositions                                                           |                                                                 |                           | 193                              |              | 193                       |
| Net cash flow provided by (used for) investing activities from continuing operations | 23                                                              | (26)                      | (252)                            |              | (255)                     |
| Net cash flow used for investing activities from discontinued operations             |                                                                 |                           | (17)                             |              | (17)                      |
| <b>Net cash flow provided by (used for) investing activities</b>                     | 23                                                              | (26)                      | (269)                            |              | (272)                     |
| <b>Financing Activities:</b>                                                         |                                                                 |                           |                                  |              |                           |
| Proceeds from short-term debt borrowings, net                                        | 475                                                             |                           |                                  |              | 475                       |
| Payment of capital lease obligations                                                 |                                                                 |                           | (17)                             |              | (17)                      |
| Payment of contingent consideration                                                  |                                                                 |                           | (30)                             |              | (30)                      |
| Dividends                                                                            | (300)                                                           |                           |                                  |              | (300)                     |
| Purchase of Company common stock                                                     | (2,185)                                                         |                           |                                  |              | (2,185)                   |
| Payment of payroll taxes in lieu of issuing shares for stock-based compensation      | (145)                                                           |                           |                                  |              | (145)                     |
| Proceeds from exercise of stock options                                              | 146                                                             |                           |                                  |              | 146                       |
| Excess tax benefit from stock-based compensation                                     | 148                                                             |                           |                                  |              | 148                       |
| Other financing activities                                                           | (4)                                                             |                           |                                  |              | (4)                       |
| Increase (decrease) in intercompany payables                                         | 2,602                                                           | 213                       | (2,815)                          |              |                           |
| <b>Net cash flow provided by (used for) financing activities</b>                     | 737                                                             | 213                       | (2,862)                          |              | (1,912)                   |
| Net decrease in cash and cash equivalents                                            | (174)                                                           |                           | (137)                            |              | (311)                     |
| Cash and cash equivalents at beginning of year                                       | 254                                                             | 1                         | 453                              |              | 708                       |
| <b>Cash and cash equivalents at end of year</b>                                      | \$ 80                                                           | \$ 1                      | \$ 316                           | \$           | \$ 397                    |

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

|                                                                                      | Statement of Cash Flows<br>For the Year Ended December 31, 2012 |                           |                                 |              |                           |
|--------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------------|---------------------------------|--------------|---------------------------|
|                                                                                      | CBS Corp.                                                       | CBS<br>Operations<br>Inc. | Non-<br>Guarantor<br>Affiliates | Eliminations | CBS Corp.<br>Consolidated |
| <b>Net cash flow (used for) provided by operating activities</b>                     | \$ (827)                                                        | \$ (179)                  | \$ 2,821                        | \$           | \$ 1,815                  |
| <b>Investing Activities:</b>                                                         |                                                                 |                           |                                 |              |                           |
| Acquisitions, net of cash acquired                                                   |                                                                 |                           | (146)                           |              | (146)                     |
| Capital expenditures                                                                 |                                                                 | (21)                      | (233)                           |              | (254)                     |
| Investments in and advances to investee companies                                    |                                                                 |                           | (91)                            |              | (91)                      |
| Proceeds from sale of investments                                                    | 9                                                               | 2                         | 2                               |              | 13                        |
| Proceeds from dispositions                                                           |                                                                 |                           | 49                              |              | 49                        |
| Net cash flow provided by (used for) investing activities from continuing operations | 9                                                               | (19)                      | (419)                           |              | (429)                     |
| Net cash flow used for investing activities from discontinued operations             |                                                                 |                           | (22)                            |              | (22)                      |
| <b>Net cash flow provided by (used for) investing activities</b>                     | 9                                                               | (19)                      | (441)                           |              | (451)                     |
| <b>Financing Activities:</b>                                                         |                                                                 |                           |                                 |              |                           |
| Proceeds from issuance of notes                                                      | 1,566                                                           |                           |                                 |              | 1,566                     |
| Repayment of notes and debentures                                                    | (1,583)                                                         |                           |                                 |              | (1,583)                   |
| Payment of capital lease obligations                                                 |                                                                 |                           | (19)                            |              | (19)                      |
| Payment of contingent consideration                                                  |                                                                 |                           | (33)                            |              | (33)                      |
| Dividends                                                                            | (276)                                                           |                           |                                 |              | (276)                     |
| Purchase of Company common stock                                                     | (1,137)                                                         |                           |                                 |              | (1,137)                   |
| Payment of payroll taxes in lieu of issuing shares for stock-based compensation      | (105)                                                           |                           |                                 |              | (105)                     |
| Proceeds from exercise of stock options                                              | 168                                                             |                           |                                 |              | 168                       |
| Excess tax benefit from stock-based compensation                                     | 103                                                             |                           |                                 |              | 103                       |
| Increase (decrease) in intercompany payables                                         | 2,202                                                           | 198                       | (2,400)                         |              |                           |
| <b>Net cash flow provided by (used for) financing activities</b>                     | 938                                                             | 198                       | (2,452)                         |              | (1,316)                   |
| Net increase (decrease) in cash and cash equivalents                                 | 120                                                             |                           | (72)                            |              | 48                        |
| Cash and cash equivalents at beginning of year                                       | 134                                                             | 1                         | 525                             |              | 660                       |
| <b>Cash and cash equivalents at end of year</b>                                      | \$ 254                                                          | \$ 1                      | \$ 453                          | \$           | \$ 708                    |

**CBS CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(Tabular dollars in millions, except per share amounts)

|                                                                                      | Statement of Cash Flows<br>For the Year Ended December 31, 2011 |                           |                                 |              | CBS Corp.<br>Consolidated |
|--------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------------|---------------------------------|--------------|---------------------------|
|                                                                                      | CBS Corp.                                                       | CBS<br>Operations<br>Inc. | Non-<br>Guarantor<br>Affiliates | Eliminations |                           |
| <b>Net cash flow (used for) provided by operating activities</b>                     | \$ (700)                                                        | \$ (181)                  | \$ 2,630                        | \$           | \$ 1,749                  |
| <b>Investing Activities:</b>                                                         |                                                                 |                           |                                 |              |                           |
| Acquisitions, net of cash acquired                                                   |                                                                 |                           | (75)                            |              | (75)                      |
| Capital expenditures                                                                 |                                                                 | (14)                      | (231)                           |              | (245)                     |
| Investments in and advances to investee companies                                    |                                                                 |                           | (79)                            |              | (79)                      |
| Proceeds from sale of investments                                                    | 8                                                               | 4                         |                                 |              | 12                        |
| Proceeds from dispositions                                                           |                                                                 |                           | 18                              |              | 18                        |
| Net cash flow provided by (used for) investing activities from continuing operations | 8                                                               | (10)                      | (367)                           |              | (369)                     |
| Net cash flow used for investing activities from discontinued operations             |                                                                 |                           | (20)                            |              | (20)                      |
| <b>Net cash flow provided by (used for) investing activities</b>                     | 8                                                               | (10)                      | (387)                           |              | (389)                     |
| <b>Financing Activities:</b>                                                         |                                                                 |                           |                                 |              |                           |
| Payment of capital lease obligations                                                 |                                                                 |                           | (19)                            |              | (19)                      |
| Dividends                                                                            | (206)                                                           |                           |                                 |              | (206)                     |
| Purchase of Company common stock                                                     | (1,012)                                                         |                           |                                 |              | (1,012)                   |
| Payment of payroll taxes in lieu of issuing shares for stock-based compensation      | (82)                                                            |                           |                                 |              | (82)                      |
| Proceeds from exercise of stock options                                              | 72                                                              |                           |                                 |              | 72                        |
| Excess tax benefit from stock-based compensation                                     | 72                                                              |                           |                                 |              | 72                        |
| Other financing activities                                                           | (5)                                                             |                           |                                 |              | (5)                       |
| Increase (decrease) in intercompany payables                                         | 1,882                                                           | 191                       | (2,073)                         |              |                           |
| <b>Net cash flow provided by (used for) financing activities</b>                     | 721                                                             | 191                       | (2,092)                         |              | (1,180)                   |
| Net increase in cash and cash equivalents                                            | 29                                                              |                           | 151                             |              | 180                       |
| Cash and cash equivalents at beginning of year                                       | 105                                                             | 1                         | 374                             |              | 480                       |
| <b>Cash and cash equivalents at end of year</b>                                      | \$ 134                                                          | \$ 1                      | \$ 525                          | \$           | \$ 660                    |

**Item 9. *Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.***

None.

**Item 9A. *Controls and Procedures.***

The Company's chief executive officer and chief financial officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act")) were effective, based on the evaluation of these controls and procedures required by Rule 13a-15(b) or 15d-15(b) of the Exchange Act. No change in the Company's internal control over financial reporting occurred during the Company's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting is incorporated herein by reference to Item 8 on page II-37 of this report.

**Item 9B. *Other Information.***

None.

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**PART III**

**Item 10. *Directors, Executive Officers and Corporate Governance.***

The information required by this item with respect to the Company's directors is contained in the CBS Corporation Proxy Statement for the Company's 2014 Annual Meeting of Stockholders (the "Proxy Statement") under the headings "CBS Corporation's Board of Directors," "Item 1 Election of Directors," and "Section 16(a) Beneficial Ownership Reporting Compliance," which information is incorporated herein by reference.

The information required by this item with respect to the Company's executive officers is (i) contained in the Proxy Statement under the headings "Corporate Governance" and "Section 16(a) Beneficial Ownership Reporting Compliance" and (ii) included in Part I of this Form 10-K under the caption "Executive Officers of the Company," which information is incorporated herein by reference.

**Item 11. *Executive Compensation.***

The information required by this item is contained in the Proxy Statement under the headings "CBS Corporation's Board of Directors," "Director Compensation," "Executive Compensation," "Compensation Discussion and Analysis" and "Compensation Committee Report," which information is incorporated herein by reference.

**Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.***

The information required by this item is contained in the Proxy Statement under the headings "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information," which information is incorporated herein by reference.

**Item 13. *Certain Relationships and Related Transactions and Director Independence.***

The information required by this item is contained in the Proxy Statement under the headings "Related Person Transactions" and "CBS Corporation's Board of Directors," which information is incorporated herein by reference.

**Item 14. *Principal Accounting Fees and Services.***

The information required by this item is contained in the Proxy Statement under the heading "Fees for Services Provided by the Independent Registered Public Accounting Firm," which information is incorporated herein by reference.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

(a)

1.  
*Financial Statements.*

The financial statements of the Company filed as part of this report on Form 10-K are listed on the Index on page II-36.

2.  
*Financial Statement Schedules.*

The financial statement schedule required to be filed by Item 8 of this Form 10-K is listed on the Index on page II-36.

3.  
*Exhibits.*

The exhibits listed in Item 15(b) of this Part IV are filed or incorporated by reference as part of this Form 10-K. The Index to Exhibits is on page E-1.

(b)

*Exhibits.*

The exhibits listed in Item 15(b) of this Part IV are filed or incorporated by reference as part of this Form 10-K. The Index to Exhibits is on page E-1.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, CBS Corporation has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

**CBS CORPORATION**

By: /s/ LESLIE MOONVES

Leslie Moonves  
*President*  
*Chief Executive Officer*

Date: February 14, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of CBS Corporation and in the capacities and on the dates indicated:

| <b>Signature</b>                                      | <b>Title</b>                                                                                      | <b>Date</b>       |
|-------------------------------------------------------|---------------------------------------------------------------------------------------------------|-------------------|
| <u>/s/ LESLIE MOONVES</u><br>Leslie Moonves           | President<br>Chief Executive Officer<br>Director<br>(Principal Executive Officer)                 | February 14, 2014 |
| <u>/s/ JOSEPH R. IANNIELLO</u><br>Joseph R. Ianniello | Chief Operating Officer<br>(Principal Financial Officer)                                          | February 14, 2014 |
| <u>/s/ LAWRENCE LIDING</u><br>Lawrence Liding         | Senior Vice President<br>Controller<br>Chief Accounting Officer<br>(Principal Accounting Officer) | February 14, 2014 |
| <u>*</u><br>David R. Andelman                         | Director                                                                                          | February 14, 2014 |
| <u>*</u><br>Joseph A. Califano, Jr.                   | Director                                                                                          | February 14, 2014 |
| <u>*</u><br>William S. Cohen                          | Director                                                                                          | February 14, 2014 |

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| Signature                                                                                              | Title    | Date              |
|--------------------------------------------------------------------------------------------------------|----------|-------------------|
| *<br>_____<br>Gary L. Countryman                                                                       | Director | February 14, 2014 |
| *<br>_____<br>Charles K. Gifford                                                                       | Director | February 14, 2014 |
| *<br>_____<br>Leonard Goldberg                                                                         | Director | February 14, 2014 |
| *<br>_____<br>Bruce S. Gordon                                                                          | Director | February 14, 2014 |
| *<br>_____<br>Linda M. Griego                                                                          | Director | February 14, 2014 |
| *<br>_____<br>Arnold Kopelson                                                                          | Director | February 14, 2014 |
| *<br>_____<br>Doug Morris                                                                              | Director | February 14, 2014 |
| *<br>_____<br>Shari Redstone                                                                           | Director | February 14, 2014 |
| *<br>_____<br>Sumner M. Redstone                                                                       | Director | February 14, 2014 |
| *<br>_____<br>Frederic V. Salerno                                                                      | Director | February 14, 2014 |
| *By:        /s/ LAWRENCE P. TU<br>_____<br>Lawrence P. Tu<br><i>Attorney-in-Fact<br/>for Directors</i> |          | February 14, 2014 |

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**INDEX TO EXHIBITS**  
**ITEM 15(b)**

Effective December 31, 2005, Former Viacom was renamed CBS Corporation.

| Exhibit No. | Description of Document                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (3)         | <p><b>Articles of Incorporation and Bylaws</b></p> <p>(a) Amended and Restated Certificate of Incorporation of CBS Corporation effective December 31, 2005 (incorporated by reference to Exhibit 3(a) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2005) (File No. 001-09553).</p> <p>(b) Amended and Restated Bylaws of CBS Corporation effective November 1, 2007 (incorporated by reference to Exhibit 3(b) to the Quarterly Report on Form 10-Q of CBS Corporation for the quarter ended September 30, 2007) (File No. 001-09553).</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| (4)         | <p><b>Instruments defining the rights of security holders, including indentures</b></p> <p>(a) Amended and Restated Senior Indenture dated as of November 3, 2008 ("2008 Indenture") between CBS Corporation, CBS Operations Inc., and The Bank of New York Mellon, as senior trustee (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-3 filed by CBS Corporation on November 3, 2008 (Registration No. 333-154962) (File No. 001-09553).</p> <p>(b) First Supplemental Indenture to 2008 Indenture dated as of April 5, 2010 between CBS Corporation, CBS Operations Inc., and Deutsche Bank Trust Company Americas, as senior trustee (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K filed by CBS Corporation on April 5, 2010 (File No. 001-09553).</p> <p>The other instruments defining the rights of holders of the long-term debt securities of CBS Corporation and its subsidiaries are omitted pursuant to section (b)(4)(iii)(A) of Item 601 of Regulation S-K. CBS Corporation hereby agrees to furnish copies of these instruments to the Securities and Exchange Commission upon request.</p>                       |
| (10)        | <p><b>Material Contracts</b></p> <p>(a) CBS Corporation 2004 Long-Term Management Incentive Plan (as amended and restated through May 25, 2006) (incorporated by reference to Exhibit 10 to the Quarterly Report on Form 10-Q of CBS Corporation for the quarter ended June 30, 2006) (File No. 001-09553).*</p> <p>(b) CBS Corporation 2009 Long-Term Incentive Plan (as amended and restated May 23, 2013) (incorporated by reference to Exhibit 10(c) to the Quarterly Report on Form 10-Q of CBS Corporation for the quarter ended June 30, 2013) (File No. 001-09553).*</p> <p>(c) Forms of Certificate and Terms and Conditions for equity awards for:</p> <p style="padding-left: 40px;">(i) Stock Options (granted prior to 2010) (incorporated by reference to Exhibit 10(c)(i) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2011) (File No. 001-09553).*</p> <p style="padding-left: 40px;">(ii) Stock Options (granted in 2010 and 2011 and thereafter) (incorporated by reference to Exhibit 10(c)(ii) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2011) (File No. 001-09553).*</p> |

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\*Management contract or compensatory plan required to be filed as an exhibit to this form pursuant to Item 15(b).

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| Exhibit No. | Description of Document                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (iii)       | Performance-Based Restricted Share Units with Time Vesting and Performance Schedule (granted in 2010 and 2011 and thereafter) (incorporated by reference to Exhibit 10(c)(v) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2011) (File No. 001-09553).*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| (iv)        | Restricted Share Units with Time Vesting (granted in 2010 and 2011 and thereafter) (incorporated by reference to Exhibit 10(c)(vii) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2011) (File No. 001-09553).*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| (d)         | CBS Corporation Senior Executive Short-Term Incentive Plan (as amended and restated as of December 31, 2005) (incorporated by reference to Exhibit 10(f) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2005) (File No. 001-09553) (as amended by the First Amendment to the CBS Corporation Senior Executive Short-Term Incentive Plan effective January 1, 2009) (incorporated by reference to Exhibit 10(d) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2008) (File No. 001-09553).*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| (e)         | CBS Retirement Excess Pension Plan (as amended and restated as of December 31, 2005) (incorporated by reference to Exhibit 10(o) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2005) (File No. 001-09553) (as Part A was amended by Amendment No. 1 as of January 1, 2009) (incorporated by reference to Exhibit 10(g) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2010) (File No. 001-09553) (as amended by Part B, effective as of January 1, 2009, as amended and restated as of January 1, 2012) (incorporated by reference to Exhibit 10(e) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2012) (File No. 001-09553).*                                                                                                                                                                                                                                                                                                                                                                    |
| (f)         | CBS Excess 401(k) Plan for Designated Senior Executives (as amended and restated as of December 31, 2005) (incorporated by reference to Exhibit 10(p) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2005) (File No. 001-09553) (as amended by Part B effective January 1, 2009) (incorporated by reference to Exhibit 10(f) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2008) (File No. 001-09553) (as Part B was amended by Amendment No. 1 as of January 1, 2009) (incorporated by reference to Exhibit 10(b) to the Quarterly Report on Form 10-Q of CBS Corporation for the quarter ended March 31, 2010) (File No. 001-09553) (as Part B was amended by Amendment No. 2 as of January 1, 2009) (incorporated by reference to Exhibit 10(h) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2010) (File No. 001-09553) (as Part A was amended by Amendment No. 1 as of January 1, 2014) (filed herewith) (as Part B was amended by Amendment No. 3 as of January 1, 2014) (filed herewith).* |

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\*Management contract or compensatory plan required to be filed as an exhibit to this form pursuant to Item 15(b).

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| Exhibit No. | Description of Document                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (g)         | <p>CBS Bonus Deferral Plan for Designated Senior Executives (as amended and restated as of December 31, 2005) (incorporated by reference to Exhibit 10(q) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2005) (File No. 001-09553) (as amended by Part B effective January 1, 2009) (incorporated by reference to Exhibit 10(g) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2008) (File No. 001-09553) (as Part B was amended by Amendment No. 1 as of January 1, 2009) (incorporated by reference to Exhibit 10(c) to the Quarterly Report on Form 10-Q of CBS Corporation for the quarter ended March 31, 2010) (File No. 001-09553) (as Part B was amended by Amendment No. 2 as of January 1, 2009) (incorporated by reference to Exhibit 10(i) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2010) (File No. 001-09553) (as Part A was amended by Amendment No. 1 as of January 1, 2014) (filed herewith) (as Part B was amended by Amendment No. 3 as of January 1, 2014) (filed herewith).*</p> |
| (h)         | <p>Summary of CBS Corporation Compensation for Outside Directors (filed herewith).*</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| (i)         | <p>Form of Director Indemnification Agreement (incorporated by reference to Exhibit 10 to the Current Report on Form 8-K of CBS Corporation filed September 18, 2009) (File No. 001-09553).*</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| (j)         | <p>Former Viacom Deferred Compensation Plan for Non-Employee Directors (as amended and restated as of October 14, 2003) (incorporated by reference to Exhibit 10(e) to the Annual Report on Form 10-K of Former Viacom for the fiscal</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

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year ended December 31, 2003)  
(File No. 001-09553).\*

- (k) CBS Corporation Deferred Compensation Plan for Outside Directors (as amended and restated as of December 31, 2005) (incorporated by reference to Exhibit 10(i) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2005) (File No. 001-09553) (as amended by the First Amendment to the CBS Corporation Deferred Compensation Plan for Outside Directors, effective as of January 1, 2009) (incorporated by reference to Exhibit 10(j) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2008) (File No. 001-09553).\*
- (l) CBS Corporation 2000 Stock Option Plan for Outside Directors (as amended and restated through January 29, 2014) (filed herewith).\*
- (m) CBS Corporation 2005 RSU Plan for Outside Directors (as amended and restated through January 29, 2014) (filed herewith).\*
- (n) Employment Agreement dated December 29, 2005 between CBS Corporation and Sumner M. Redstone (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Former Viacom filed December 30, 2005) (File No. 001-09553), as amended by a Letter Agreement dated March 13, 2007 (incorporated by reference to Exhibit 10 to the Current Report on Form 8-K of CBS Corporation filed March 16, 2007) (File No. 001-09553), as amended by a 409A Letter Agreement dated December 10, 2008 (incorporated by reference to Exhibit 10(m) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2008) (File No. 001-09553).\*

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\*Management contract or compensatory plan required to be filed as an exhibit to this form pursuant to Item 15(b).



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| Exhibit No. | Description of Document                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (o)         | Employment Agreement dated October 15, 2012 between CBS Corporation and Leslie Moonves (incorporated by reference to Exhibit 10 to the Quarterly Report on Form 10-Q of CBS Corporation for the quarter ended September 30, 2012) (File No. 001-09553).*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| (p)         | Letter Agreement dated May 2, 2012 between CBS Corporation and Leslie Moonves (incorporated by reference to Exhibit 10 to the Quarterly Report on Form 10-Q of CBS Corporation for the quarter ended June 30, 2012) (File No. 001-09553).* Certain portions of this exhibit have been omitted pursuant to a confidential treatment order granted by the Securities and Exchange Commission.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| (q)         | Employment Agreement dated as of October 1, 2011 between CBS Corporation and Louis J. Briskman (incorporated by reference to Exhibit 10 to the Current Report on Form 8-K of CBS Corporation filed October 7, 2011) (File No. 001-09553).*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| (r)         | Employment Agreement dated as of June 4, 2013 between CBS Corporation and Joseph R. Ianniello (incorporated by reference to Exhibit 10(a) to the Quarterly Report on Form 10-Q of CBS Corporation for the quarter ended June 30, 2013) (File No. 001-09553).*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| (s)         | Employment Agreement dated as of June 7, 2013 between CBS Corporation and Anthony G. Ambrosio (incorporated by reference to Exhibit 10(b) to the Quarterly Report on Form 10-Q of CBS Corporation for the quarter ended June 30, 2013) (File No. 001-09553).*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| (t)         | CBS Corporation plans assumed by Former Viacom after the merger with former CBS Corporation, consisting of the following: <ul style="list-style-type: none"> <li>(i) CBS Supplemental Executive Retirement Plan (as amended as of April 1, 1999) (incorporated by reference to Exhibit 10(h) to the Quarterly Report on Form 10-Q of CBS for the quarter ended September 30, 1999) (File No. 001-00977) (as amended by Part B, effective as of January 1, 2009, as amended and restated as of January 1, 2012) (incorporated by reference to Exhibit 10(t)(i) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2012) (File No. 001-09553).*</li> <li>(ii) CBS Bonus Supplemental Executive Retirement Plan (as amended as of April 1, 1999) (incorporated by reference to Exhibit 10(i) to the Quarterly Report on Form 10-Q of CBS for the quarter ended September 30, 1999) (File No. 001-00977) (as amended by Part B, effective as of January 1, 2009, as amended and restated as of January 1, 2012) (incorporated by reference to Exhibit 10(t)(ii) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2012) (File No. 001-09553).*</li> <li>(iii) CBS Supplemental Employee Investment Fund (as amended as of January 1, 1998) (incorporated by reference to Exhibit 10(j) to the Quarterly Report on Form 10-Q of CBS for the quarter ended September 30, 1999) (File No. 001-00977).*</li> <li>(iv) Agreement dated March 2, 1999 between former CBS Corporation and Louis J. Briskman (incorporated by reference to Exhibit 10(r) to the Quarterly Report on Form 10-Q of CBS for the quarter ended March 31, 1999) (File No. 001-00977).*</li> </ul> |

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\*Management contract or compensatory plan required to be filed as an exhibit to this form pursuant to Item 15(b).

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| Exhibit No. | Description of Document                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (v)         | Westinghouse Executive Pension Plan (as amended and restated as of December 31, 2005) (incorporated by reference to Exhibit 10(w)(x) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2005) (File No. 001-09553) (as amended by Part B, effective as of January 1, 2009, as amended and restated as of January 1, 2012) (incorporated by reference to Exhibit 10(t)(v) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2012) (File No. 001-09553).*                                                                                                                |
| (u)         | CBS Corporation Matching Gifts Program for Directors (incorporated by reference to Exhibit 10(t) to the Annual Report on Form 10-K of CBS Corporation for the fiscal year ended December 31, 2008) (File No. 001-09553).*                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| (v)         | Amended and Restated \$2.0 Billion Credit Agreement, dated as of March 18, 2013, among CBS Corporation; CBS Operations Inc.; the Subsidiary Borrowers Parties thereto; the Lenders named therein; JPMorgan Chase Bank, N.A., as Administrative Agent; Citibank, N.A., as Syndication Agent; and Bank of America, N.A., Deutsche Bank AG Securities Inc., Morgan Stanley MUFG Loan Partners, LLC, The Royal Bank of Scotland plc, UBS Loan Finance LLC, and Wells Fargo Bank, N.A., as Co-Documentation Agents (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of CBS Corporation filed March 21, 2013) (File No. 001-09553). |
| (w)         | Separation Agreement dated as of December 19, 2005 by and between Former Viacom and New Viacom Corp. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Former Viacom filed December 21, 2005) (File No. 001-09553).                                                                                                                                                                                                                                                                                                                                                                                                         |
| (x)         | Tax Matters Agreement dated as of December 30, 2005 by and between Former Viacom and New Viacom Corp. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of CBS Corporation filed January 5, 2006) (File No. 001-09553).                                                                                                                                                                                                                                                                                                                                                                                                        |
| (12)        | Statement re Computations of Ratios (filed herewith).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| (21)        | Subsidiaries of CBS Corporation (filed herewith).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| (23)        | Consents of Experts and Counsel                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| (a)         | Consent of PricewaterhouseCoopers LLP (filed herewith).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| (24)        | Powers of Attorney (filed herewith).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| (31)        | Rule 13a-14(a)/15d-14(a) Certifications                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| (a)         | Certification of the Chief Executive Officer of CBS Corporation pursuant to Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| (b)         | Certification of the Chief Financial Officer of CBS Corporation pursuant to Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

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\*Management contract or compensatory plan required to be filed as an exhibit to this form pursuant to Item 15(b).

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| Exhibit No. | Description of Document                                                                                                                                                                                                                                                                                        |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (32)        | Section 1350 Certifications                                                                                                                                                                                                                                                                                    |
|             | (a) Certification of the Chief Executive Officer of CBS Corporation furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).                                                                                                   |
|             | (b) Certification of the Chief Financial Officer of CBS Corporation furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).                                                                                                   |
| (101)       | 101. INS XBRL Instance Document.<br>101. SCH XBRL Taxonomy Extension Schema.<br>101. CAL XBRL Taxonomy Extension Calculation Linkbase.<br>101. DEF XBRL Taxonomy Extension Definition Linkbase.<br>101. LAB XBRL Taxonomy Extension Label Linkbase.<br>101. PRE XBRL Taxonomy Extension Presentation Linkbase. |

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## CBS CORPORATION AND SUBSIDIARIES

**SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS**  
**(Tabular dollars in millions)**

| Col. A                                             | Col. B                               | Col. C                                      | Col. D                              | Col. E                                         |
|----------------------------------------------------|--------------------------------------|---------------------------------------------|-------------------------------------|------------------------------------------------|
| Description                                        | Balance at<br>Beginning<br>of Period | Balance<br>Acquired through<br>Acquisitions | Charged to<br>Costs and<br>Expenses | Charged<br>to Other<br>Accounts <sup>(a)</sup> |
| Deductions                                         | Balance at<br>End of<br>Period       |                                             |                                     |                                                |
| <b>Allowance for doubtful accounts:</b>            |                                      |                                             |                                     |                                                |
| Year ended December 31, 2013                       | \$ 81                                | \$                                          | \$ 15                               | \$ 20                                          |
| Year ended December 31, 2012                       | \$ 100                               | \$                                          | \$ 17                               | \$ 36                                          |
| Year ended December 31, 2011                       | \$ 117                               | \$                                          | \$ 24                               | \$ 50                                          |
| <b>Valuation allowance on deferred tax assets:</b> |                                      |                                             |                                     |                                                |
| Year ended December 31, 2013                       | \$ 249                               | \$                                          | \$ 453 <sup>(b)</sup>               | \$ 58                                          |
| Year ended December 31, 2012                       | \$ 235                               | \$                                          | \$ 38                               | \$ 24                                          |
| Year ended December 31, 2011                       | \$ 247                               | \$                                          | \$ 17                               | \$ 29                                          |
| <b>Reserves for inventory obsolescence:</b>        |                                      |                                             |                                     |                                                |
| Year ended December 31, 2013                       | \$ 32                                | \$                                          | \$ 15                               | \$ 12                                          |
| Year ended December 31, 2012                       | \$ 27                                | \$                                          | \$ 13                               | \$ 8                                           |
| Year ended December 31, 2011                       | \$ 22                                | \$                                          | \$ 14                               | \$ 9                                           |

(a)

Primarily reflects reclasses from other balance sheet accounts.

(b)

Primarily relates to the valuation allowances for a capital loss deferred tax asset in a foreign jurisdiction that arose from the restructuring of foreign operations and net operating loss deferred tax assets in foreign jurisdictions.