

MARKETWATCH COM INC
Form SC 13D/A
July 25, 2003

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

SCHEDULE 13D

(Amendment No. 1)

Under the Securities Exchange Act of 1934

MarketWatch.com, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

570619106
(CUSIP Number)

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

with a copy to:

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

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

July 22, 2003
(Date of Event which Requires Filing of this Statement)

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

Check the following box if a fee is being paid with this statement / /.

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(1) Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (entities only)

SUMNER M. REDSTONE

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

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

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

(6) Citizenship or Place of Organization United States

Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	5,636,814
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	5,636,814

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
5,636,814

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

(13) Percent of Class Represented by Amount in Row (11) 32.7%

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

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CUSIP No. 570619106

(1) Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (entities only)

National Amusements, Inc.

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I.R.S Identification No. 04-2261332

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

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

(6) Citizenship or Place of Organization Maryland

Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	5,636,814
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	5,636,814

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
5,636,814

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

(13) Percent of Class Represented by Amount in Row (11) 32.7%

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

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CUSIP No. 570619106

(1) Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (entities only)

NAIRI, Inc.
I.R.S Identification No. 04-3446887

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

/ / (a)

/ / (b)

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(3) SEC Use Only

(4) Sources of Funds (See Instructions)

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

(6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power	
	(8) Shared Voting Power	5,636,814
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	5,636,814

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
5,636,814

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

(13) Percent of Class Represented by Amount in Row (11) 32.7%

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

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CUSIP No. 570619106

(1) Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (entities only)

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

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

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

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(6) Citizenship or Place of Organization Delaware

Number of Shares	(7)	Sole Voting Power	
Beneficially Owned by Each Reporting Person	(8)	Shared Voting Power	5,636,814
	(9)	Sole Dispositive Power	
	(10)	Shared Dispositive Power	5,636,814

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
5,636,814

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

(13) Percent of Class Represented by Amount in Row (11) 32.7%

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

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CUSIP No. 570619106

(1) Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (entities only)

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

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

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

(6) Citizenship or Place of Organization Delaware

Number of Shares	(7)	Sole Voting Power	
Beneficially Owned by Each Reporting Person	(8)	Shared Voting Power	5,636,814
	(9)	Sole Dispositive Power	
	(10)	Shared Dispositive Power	5,636,814

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With

(11) Aggregate Amount Beneficially Owned by Each Reporting
5,636,814

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

(13) Percent of Class Represented by Amount in Row (11) 32.7%

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

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CUSIP No. 570619106

(1) Name of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (entities only)

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

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

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

(6) Citizenship or Place of Organization New York

Number of	(7) Sole Voting Power	
Shares		
Beneficially	(8) Shared Voting Power	5,636,814
Owned by		
Each	(9) Sole Dispositive Power	
Reporting		
Person	(10) Shared Dispositive Power	5,636,814
With		

(11) Aggregate Amount Beneficially Owned by Each Reporting
5,636,814

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

(13) Percent of Class Represented by Amount in Row (11) 32.7%

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

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Item 1. Security and Issuer.

This Amendment No. 1 (the "Amendment") hereby amends and supplements the Statement on Schedule 13D originally filed with the Securities and Exchange Commission on May 15, 2000 (the "Schedule 13D") by CBS Broadcasting Inc. ("CBSBI"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI"), Viacom Inc. ("Viacom"), NAIRI, Inc. ("NAIRI"), National Amusements, Inc. ("NAI") and Mr. Sumner M. Redstone with respect to the Common Stock, par value \$.01 per share (the "Common Shares"), of MarketWatch.com, Inc., a Delaware corporation ("MarketWatch" or the "Issuer") with its principal executive office located at 825 Battery Street, San Francisco, CA 94111.

Item 2. Identity and Background.

Item 2 is amended and restated in its entirety as follows:

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

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

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

Viacom, a Delaware corporation, has its principal office at 1515 Broadway, New York, New York 10036 and is a diversified worldwide entertainment company. At July 18, 2003, approximately 69% of Viacom's voting Class A Common Stock, par value \$.01 per share, and approximately 11% (on a combined basis) of Viacom's Class A Common Stock and non-voting Class B Common Stock, par value \$.01 per share, were owned by NAIRI.

NAIRI, a Delaware corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026 and its principal business is owning and operating movie theaters in the United States and holding the shares of Viacom Class A Common Stock and Class B Common Stock. 100% of the issued and outstanding stock of NAIRI is owned by NAI.

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NAI, a Maryland corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026. NAI's principal business is owning and operating movie theaters in the United States, the United Kingdom and South America and holding the common stock of NAIRI. Mr. Redstone holds approximately 83% of the voting securities of NAI as a voting trustee of various trusts.

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

The executive officers and directors of CBSBI, W/CBS HCI, Viacom, NAIRI and NAI, as of July 18, 2003, are set forth on Schedules I through V attached hereto, containing the following information with respect to each such person:

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

During the last five years, none of the Reporting Persons or any person named in any of Schedules I through V attached hereto has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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

Item 4. Purpose of the Transaction

Item 4 is amended and restated in its entirety as follows:

4,500,000 of the Issuer's Common Shares were acquired by the Reporting Persons, other than CBSBI and W/CBS HCI which

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previously owned the subject shares, pursuant to the merger of CBS Corporation, of which CBSBI and W/CBS HCI were, respectively, indirect and direct wholly owned subsidiaries, with and into Viacom on May 4, 2000 (the "CBS/Viacom Merger").

CBSBI acquired an additional 1,136,814 of the Issuer's Common Shares on May 5, 2000 pursuant to a stock purchase agreement entered into with MarketWatch on March 28, 2000. The description of this agreement is qualified in its entirety by reference to the Stock Purchase Agreement, which is attached as Exhibit 3 to this Amendment and is incorporated by reference herein.

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On July 22, 2003, MarketWatch entered into the Agreement and Plan of Merger (the "Merger Agreement"), by and among MarketWatch, NMP, Inc. ("Holdco"), Pinnacor Inc. ("Pinnacor"), Maple Merger Sub, Inc., a direct wholly owned subsidiary of Holdco ("Maple"), and Pine Merger Sub, Inc., a direct wholly owned subsidiary of Holdco ("Pine"), pursuant to which Maple is merging with and into MarketWatch (the "Parent Merger") and Pine is merging with and into Pinnacor (the "Company Merger" and together with the Parent Merger, the "Mergers") whereby after the Mergers each of MarketWatch and Pinnacor shall be the surviving corporations of the Mergers and direct wholly owned subsidiaries of Holdco.

On July 22, 2003, CBSBI entered into a Voting and Waiver Agreement (the "Voting Agreement") by and among CBSBI, the Issuer, Holdco, Pinnacor and Pearson International Finance Ltd. ("Pearson"), pursuant to which CBSBI has agreed to vote its Common Shares in favor of the Merger Agreement, the Parent Merger, the issuance of shares of Holdco Common Stock in the Company Merger and the transactions contemplated thereby. In addition, CBSBI has agreed to waive its (i) right to participate in the issuance of Holdco Common Stock in connection with the Company Merger, and (ii) right of first refusal on certain transfers of Common Shares held by Pearson. The description of the Voting Agreement is qualified in its entirety by reference to the Voting Agreement, which is attached as Exhibit 1 to this Amendment and is incorporated by reference herein.

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

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

Item 5. Interest in Securities of the Issuer.

Item 5 is amended and restated as follows:

"(a) and (b) CBSBI is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 32.7%, of the Issuer's issued and outstanding Common Shares (based on 17,250,287 Common Shares reported by the Issuer to be issued and outstanding as of May 1, 2003).

W/CBS HCI is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 32.7%, of the Issuer's issued and outstanding Common Shares (based on 17,250,287 Common Shares reported by the Issuer to be issued and outstanding as of May 1, 2003).

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Viacom is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 32.7%, of the Issuer's issued and outstanding Common Shares (based on 17,250,287 Common Shares reported by the Issuer to be issued and outstanding as of May 1, 2003).

NAIRI is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 32.7%, of the Issuer's issued and outstanding Common Shares (based on 17,250,287 Common Shares reported by the Issuer to be issued and outstanding as of May 1, 2003).

NAI is the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 32.7%, of the Issuer's issued and outstanding Common Shares (based on 17,250,287 Common Shares reported by the Issuer to be issued and outstanding as of May 1, 2003).

As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner, with shared dispositive and voting power, of 5,636,814 shares, or approximately 32.7%, of the Issuer's issued and outstanding Common Shares (based on 17,250,287 Common Shares reported by the Issuer to be issued and outstanding as of May 1, 2003)."

- (c) None
- (d) None
- (e) None

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

In March, 2000, CBSBI and MarketWatch entered into a stock purchase agreement (the "Stock Purchase Agreement")

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pursuant to which CBSBI agreed to provide \$13.0 million in cash and \$30.0 million in advertising and promotion during the period from March, 2000 through April, 2003 in exchange for 1,136,814 Common Shares. This description of the Stock Purchase Agreement is qualified in its entirety by reference to the Stock Purchase Agreement, which is attached as Exhibit 3 and is incorporated by reference herein.

In January, 1999, CBSBI and MarketWatch entered into an amended and restated license agreement (the "License Agreement") pursuant to which CBSBI, in exchange for a royalty, granted to MarketWatch the non-exclusive right and license to use certain CBS news content and registered trademarks. This description of the License Agreement is qualified in its entirety by reference to the License Agreement, which is attached as Exhibit 4 and is incorporated by reference herein.

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In January, 1999, CBSBI entered into a Stockholders' Agreement ("the Stockholders' Agreement") with MarketWatch and Pearson (as successor to Interactive Data Corporation) under which CBSBI has the right to nominate candidates to MarketWatch's board of directors, a right to participate in issuances of new securities by MarketWatch and a mutual right of first refusal if either CBSBI or Pearson desires to sell any of their Common Shares. This description of the Stockholders' Agreement is qualified in its entirety by reference to the Stockholders' Agreement, which is attached as Exhibit 5 and is incorporated by reference herein.

In January, 1999, CBSBI, MarketWatch and Pearson entered into a registration rights agreement (the "Registration Rights Agreement") pursuant to which CBSBI has certain demand, piggyback and shelf registration rights. This description of the Registration Rights Agreement is qualified in its entirety by reference to the Registration Rights Agreement, which is attached as Exhibit 6 and is incorporated by reference herein.

Except as described in this Item 6 and Item 4 above, none of the Reporting Persons have entered into, or amended any existing agreement with respect to the Common Shares or other securities of the Issuer since the prior statement on Schedule 13D.

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

Item 7. Material to be Filed as Exhibits.

-
1. Voting and Waiver Agreement, dated July 22, 2003, by and among CBS Broadcasting Inc., the Issuer, NMP, Inc., Pinnacor Inc. and Pearson International Finance Ltd. (incorporated by reference to Exhibit 99.2 filed with MarketWatch.com, Inc.'s ("MarketWatch") Report on Form 8-K, dated July 23, 2003) (File No. 000-25113).

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2. Joint Filing Agreement, dated July 24, 2003, among CBS Broadcasting Inc., Westinghouse CBS Holding Company, Inc., Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone (filed herewith).
3. Stock Purchase Agreement, dated March 28, 2000, among MarketWatch, CBS Broadcasting Inc. and Data Broadcasting Corporation (incorporated by reference to Exhibit 10.1 filed with MarketWatch's Quarterly Report on Form 10-Q) (File No. 000-25113).
4. Amended and Restated License Agreement, dated January 13, 1999, between CBS Broadcasting Inc. and MarketWatch.Com, LLC, (incorporated by reference to Exhibit 10.7 filed with MarketWatch's Registration Statement on Form S-1) (File No. 333-65569).

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5. Stockholders' Agreement, dated January 13, 1999, among CBS Broadcasting Inc., Data Broadcasting Corporation, MarketWatch and MarketWatch.com LLC (incorporated by reference to Exhibit 4.03 filed with MarketWatch's Registration Statement on Form S-1) (File No. 333-65569).
6. Registration Rights Agreement, dated January 13, 1999, among MarketWatch, CBS Broadcasting Inc. and Data Broadcasting Corporation (incorporated by reference to Exhibit 4.02 filed with the Annual Report on Form 10-K of MarketWatch) (File No. 000-25113).

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Signatures

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(k)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

July 25, 2003

CBS Broadcasting Inc.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

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Westinghouse CBS Holding
Company, Inc.

By: /s/ Michael D. Fricklas

Michael D. Fricklas
Executive Vice President

Viacom Inc.

By: /s/ Michael D. Fricklas

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

NAIRI, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and President

National Amusements, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and Chief
Executive Officer

/s/ Sumner M. Redstone

Sumner M. Redstone
Individually

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EXHIBIT INDEX

1. Voting and Waiver Agreement, dated July 22, 2003, by and among CBS Broadcasting Inc., the Issuer, NMP, Inc., Pinnacor Inc. and Pearson International Finance Ltd. (incorporated by reference to Exhibit 99.2 filed with MarketWatch.com, Inc.'s ("MarketWatch") Report on Form 8-K, dated July 23, 2003) (File No. 000-25113)
2. Joint Filing Agreement, dated July 24, 2003, among CBS Broadcasting Inc., Westinghouse CBS Holding Company, Inc., Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone (filed herewith).

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3. Stock Purchase Agreement, dated March 28, 2000, among MarketWatch, CBS Broadcasting Inc. and Data Broadcasting Corporation (incorporated by reference to Exhibit 10.1 filed with MarketWatch's Quarterly Report on Form 10-Q) (File No. 000-25113).
4. Amended and Restated License Agreement, dated January 13, 1999, between CBS Broadcasting Inc. and MarketWatch.Com, LLC, (incorporated by reference to Exhibit 10.7 filed with MarketWatch's Registration Statement on Form S-1) (File No. 333-65569).
5. Stockholders' Agreement, dated January 13, 1999, among CBS Broadcasting Inc., Data Broadcasting Corporation, MarketWatch and MarketWatch.com LLC (incorporated by reference to Exhibit 4.03 filed with MarketWatch's Registration Statement on Form S-1) (File No. 333-65569).
6. Registration Rights Agreement, dated January 13, 1999, among MarketWatch, CBS Broadcasting Inc. and Data Broadcasting Corporation (incorporated by reference to Exhibit 4.02 filed with the Annual Report on Form 10-K of MarketWatch) (File No. 000-25113).

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SCHEDULE I

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

CBS Broadcasting Inc.

DIRECTORS

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

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10036 Viacom Inc.
1515 Broadway
New York, N.Y. 10036

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SCHEDULE I

(Continued)

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

CBS Broadcasting Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Leslie Moonves President	CBS 7800 Beverly Blvd. Los Angeles, CA 90036	President and Chief Executive Officer CBS 7800 Beverly Blvd. Los Angeles, CA 90036
Richard J. Bressler Senior Executive Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Executive Vice President & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
Michael D. Fricklas Executive Vice President & Secretary	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, Secretary & General Counsel Viacom Inc. 1515 Broadway New York, N.Y. 10036
Harry Isaacs Executive Vice President	CBS Broadcasting Inc. 7800 Beverly Blvd. Los Angeles, CA 90036	Senior Vice President- Industrial Relations CBS Broadcasting Inc. 7800 Beverly Blvd. Los Angeles, CA 90036
Fredric G. Reynolds Executive Vice President	Viacom Television Stations Group 513 West 57th St. New York, NY 10019	President Viacom Television Stations Group 513 West 57th St. New York, NY 10019

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New York, NY 10036

 Bruce Taub CBS Television CBS Television Network
 Vice President Network 51 West 52nd Street
 and Chief 51 West 52nd New York, NY 10019
 Financial Street
 Officer New York, NY
 10019

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SCHEDULE II

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

Westinghouse CBS Holding Company, Inc.

DIRECTORS

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

SCHEDULE II

(Continued)

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

Westinghouse CBS Holding Company, Inc.

EXECUTIVE OFFICERS

Name	Business Address	Present Principal Occupation and Address of Employment
Leslie Moonves President	CBS 7800 Beverly Blvd. Los Angeles, CA 90036	President and Chief Executive Officer CBS 7800 Beverly Blvd. Los Angeles, CA 90036
Michael D. Fricklas Executive Vice President & Secretary	Viacom Inc. 1515 Broadway New York, NY 10036	Executive Vice President, Secretary & General Counsel Viacom Inc. 1515 Broadway New York, N.Y. 10036
Richard J. Bressler Senior Executive Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Executive Vice President & Chief Financial Officer Viacom Inc. 1515 Broadway New York, NY 10036
Fredric G. Reynolds Executive Vice President	Viacom Television Stations Group 513 West 57th St. New York, NY 10019	President Viacom Television Stations Group 513 West 57th St. New York, NY 10019
Dennis Swanson Executive Vice President	Viacom Television Stations Group 513 West 57th St. New York, NY 110019	Executive Vice President & Chief Operating Officer Viacom Television Stations Group 513 West 57th St. New York, NY 10019
William A. Roskin Senior Vice President	Viacom Inc. 1515 Broadway New York, NY 10036	Senior Vice President, Human Resources and Administration Viacom Inc. 1515 Broadway New York, NY 10036

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

(Continued)

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

Westinghouse CBS Holding Company, Inc.

EXECUTIVE OFFICERS

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Name                Business Address      Present Principal Occupation
                    and Address of Employment
-----
Susan C. Gordon     Viacom Inc.           Senior Vice President,
Vice President      1515 Broadway         Controller & Chief
                    New York, NY          Accounting Officer
                    10036                 Viacom Inc.
                                         1515 Broadway
                                         New York, NY 10036
-----

Bruce Taub          CBS Television         CBS Television Network
Vice President      Network               51 West 52nd Street
and Chief           51 West 52nd         New York, NY 10019
Financial           Street
Officer             New York, NY
                    10019
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SCHEDULE III

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

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Viacom Inc.

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
George S. Abrams	c/o Hale & Dorr 60 State Street Boston, MA 02109	Attorney c/o Hale & Dorr 60 State Street Boston, MA 02109
David R. Andelman	Lourie and Cutler 60 State Street Boston, MA 02109	Attorney Lourie and Cutler 60 State Street Boston, MA 02109
Joseph A. Califano, Jr.	The National Center on Addiction and Substance Abuse at Columbia University 633 Third Avenue 19th Flr. New York, NY 10017	Chairman of the Board and President The National Center on Addiction and Substance Abuse at Columbia University 633 Third Avenue, 19th flr. New York, NY 10017
William S. Cohen	The Cohen Group 1200 19th Street, N.W. Suite 400 Washington, D.C. 20036	Chairman and Chief Executive Officer The Cohen Group 1200 19th Street, N.W. Washington, D.C. 20036
Philippe P. Dauman	DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019	Co-Chairman and Chief Executive Officer DND Capital Partners, LLC 9 West 57th St. New York, N.Y. 10019
William H. Gray III	The College Fund/UNCF 8260 Willow Oaks Corporate Drive PO Box 10444 Fairfax, VA 22031	President and Chief Operating Officer The College Fund/UNCF 8260 Willow Oaks Corporate Drive PO Box 10444 Fairfax, VA 22031
Alan C. Greenberg	Bear, Stearns & Co., Inc. 383 Madison Avenue 5th Floor New York, NY 10179	Chairman of the Executive Committee Bear, Stearns & Co., Inc. 383 Madison Avenue, 5th Floor New York, NY 10179

SCHEDULE III

(Continued)

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

Viacom Inc.

DIRECTORS

Name	Business Address	Present Principal Occupation and Address of Employment
Mel Karmazin	Viacom Inc. 1515 Broadway New York, NY 10036	President and Chief Operating Officer Viacom Inc. 1515 Broadway New York, NY 10036
Jan Leschly	Care Capital LLC 47 Hulfish Street Suite 310 Princeton, NJ 08542	Chairman and CEO Care Capital LLC 47 Hulfish Street, Suite 310 Princeton, NJ 08542
David T. McLaughlin	Orion Safety Products 276 Newport Road New London, NH 03257	Chairman and Chief Executive Officer Orion Safety Products 276 Newport Road New London, NH 03257
Shari E. Redstone	National Amusements, Inc. 200 Elm Street Dedham, MA 02026	President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. National Amusements, Inc. 200 Elm Street Dedham, MA 02026
Sumner M. Redstone	Viacom Inc. 1515 Broadway New York, NY 10036	Chairman of the Board and Chief Executive Officer Viacom Inc. 1515 Broadway New York, N.Y. 10036
Fredric V. Salerno	400 Westchester Avenue	Retired Not applicable

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William Schwartz Cadwalader, Counsel
Wickersham & Taft Cadwalader, Wickersham &
100 Maiden Lane Taft
New York, N.Y. 100 Maiden Lane
10038 New York, N.Y. 10038

Ivan Seidenberg Verizon President & Chief Executive
Communications Officer
1095 Avenue of Verizon Communications
the Americas 1095 Avenue of the Americas
New York, NY New York, NY 10036
10036

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SCHEDULE III

(Continued)

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

Viacom Inc.

DIRECTORS

Name Business Address Present Principal Occupation
and Address of Employment

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

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

SCHEDULE III

(Continued)

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

Viacom Inc.

EXECUTIVE OFFICERS

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

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SCHEDULE IV

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

NAIRI, INC.

DIRECTORS

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

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New York, N.Y. 10036

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SCHEDULE IV

(Continued)

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

NAIRI, INC.

EXECUTIVE OFFICERS

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

SCHEDULE V

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

National Amusements, Inc.

DIRECTORS

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

SCHEDULE V

(Continued)

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

National Amusements, Inc.

EXECUTIVE OFFICERS

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

